

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----x
In re : Chapter 11
WASHINGTON MUTUAL, INC. : Case No. 08-12229(MFW)
Et al., Debtors : (Jointly Administered)
: Requested Hearing Date: December 22, 2011, 10:30am EST
-----x Requested Objection Deadline: December 15, 2011, 4:00pmEST

MOTION OF WILLIAM DUKE, pro se FOR AN ORDER, PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE AND FEDERAL RULES OF EVIDENCE TO INCLUDE IN THE RECORD OF CASE No. 08-12229(MFW) CERTAIN DOCUMENTS AND INFORMATION AS PROVIDED HEREIN.

William Duke, shareholder, pro se on behalf of myself and others similarly situated presents a motion pursuant to section 105 of title 11 of the United States Code and in compliance with the Federal Rules of Evidence the following documents described here and provided in detail in Exhibit "A" through "F": Portions of transcripts from the confirmation hearing of December 1,2,3,6 and 7, 2010 referred to in Debtors submission (Docket# 9094) as CONF DX 260,261,262,263,264 ,portions of mandatory regulatory financial filings of JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co., Bank Holding, an excerpt from SUBMISSION OF JPMORGAN CHASE BANK,N.A. IN SUPPORT OF CONFIRMATION OF THE DEBTORS MODIFIED SIXTH AMENDED JOINT PLAN (Docket# 8112), an article from Wall Street Journal online, and random pages of Google searches for JPMorgan Sanctions.

JURISDICTION

The United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.



BACKGROUND

1. On September 26, 2008 (the "Petition Date"), each of the Debtors commenced with the Bankruptcy Court a voluntary case (together, the "Chapter 11 Cases") pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. On October 3, 2008, the Bankruptcy Court entered an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, authorizing the joint administration of the Chapter 11 Cases.
3. On October 15, 2008, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On January 11, 2010, the U.S. Trustee appointed an official committee of equity security holders (the "Equity Committee").
4. Prior to the Petition Date, WMI was a savings and loan holding company that owned WMB and such bank's subsidiaries, including Washington Mutual Bank fsb ("WMBfsb"). WMI also has certain non-banking, non-debtor subsidiaries. Like all savings and loan holding companies, WMI was subject to regulation by the Office of Thrift Supervision (the "OTS"). WMB and WMBfsb, in turn, like all depository institutions with federal thrift charters, were subject to regulation and examination by the OTS. In addition, WMI's banking and nonbanking subsidiaries were overseen by various federal and state authorities, including the FDIC.
5. On September 25, 2008, the Director of the OTS, by order number 2008-36, appointed the FDIC as receiver for WMB (the "FDIC Receiver") and advised that the FDIC Receiver was immediately taking possession of WMB. Immediately after its appointment as receiver, the FDIC Receiver sold substantially all the assets of WMB, including the stock of WMBfsb, to JPMorgan Chase Bank, N.A., pursuant to that certain Purchase and Assumption Agreement, Whole Bank, dated as of September 25, 2008.
6. On September 13, 2011, the Court issued an Order Denying Confirmation of Modified Plan and Granting Motion of Equity Committee for Standing to Prosecute Claim Stayed Pending Mediation (Docket # 8613)
8. On October 11, 2011 the Court issued Order Appointing Mediator (Docket# 8780).

RELIEF REQUESTED

By this Motion, I request entry of an order, a copy of which is attached hereto as Exhibit "G" (the "Proposed Order"), pursuant to section 105(a) of the Bankruptcy Code and Federal Rules of Evidence to admit any or all of the documents in Exhibits "A" and "B" attached, into the record of this Bankruptcy proceedings, Case No. 08-12228 (MJW)

BASIS FOR RELIEF

1. As a shareholder of Washington Mutual Inc I have standing in this Bankruptcy proceeding. The documents to be included in the record are relevant. Stated in the opinion of the Court issued on September 13th, 2010(Docket #8612) was the following quote;

"2. Other objections to reasonableness

Many of the individual shareholders who object to confirmation of the Modified Plan do so based on the assertion that the GSA should not be approved. Some of the objections are based on alleged facts for which no evidence was presented at the confirmation hearings. Those objections must fail for lack of support in the record."

Per Federal Rule of Evidence 401, Evidence is relevant if:

(a) it has any tendency to make a fact more or less probable than it would be without the evidence; and

(b) the fact is of consequence in determining the action.

The proposed documents meet **(a)** and **(b)** above.

2. In hearings concerning the appointment of Mediator the Court indicated that mediation should take priority before other issues are to be addressed. Mediation appears to be drawing to a close. It is timely to request the inclusion in the record of relevant materials which may have weight when other issues relevant to this bankruptcy procedure are addressed.

3. The information provided for inclusion in the record of this bankruptcy case is the result of Internet search of appropriate databases. *Weatherly v. Optimum Asset Management*, 928 So.2d 118(La. App. 2005), and *Dubois v. Butler, Case* nos. 4d04-3559 and 4d04-3561(FL App, 2005), have provided validity to the use of information gathered from the internet. In *Lorraine v. Markel Am. Ins. Co.*, 241 F.R.D. 534 (D. Md. 2007) the court summarized the process for admitting electronically stored information(ESI) into evidence.

The information provided for inclusion in the record are what they purport to be and conform to that summary.

4. This information is provided as evidence of material fact and has equivalent circumstantial guarantees of trustworthiness. Exhibit "C" contains copies of mandatory filings required by Board of Governors of the Federal Reserve System and the Federal Financial Institutions Examination Council. The Consolidated Financial Statements for Bank Holding Companies- FR Y-9C for December 31, 2008 filed by JP Morgan Chase & Co. and the Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices - FFIEC 031 for January 1, 2008 –December 31, 2008 are offered in their entirety as representative of the filings from which certain excerpts have been offered for inclusion in the record. In an effort to avoid overwhelming the Court with extraneous paper, Exhibit "D" contains excerpts from the exhibits in "D" and from equivalent filings from other dates.

5. The authenticity of the transcript excerpts in Exhibit "A" are self evident and mimic portions for documents Debtor has requested be entered into the record for appeals. The authenticity of Exhibit "B" JPMorgan Chase Bank, N.A. submission in support of Debtor's modified sixth amended joint plan (Docket #8112) is also self evident.

6. The article from WSJ online by Ellen E. Schultz in Exhibit "E" and the demonstratives from that article are the online equivalent of a newspaper or periodical as are the headlines obtained from a Google search that goes to evidence of an organization's routine practice which may be admitted to prove that on a particular occasion the person or organization acted in accordance with the habit or routine practice. A copy is included in Exhibit "F". I believe the headlines are sufficient but the articles in full can be supplied if the Court desires.

NOTICE

Notice of this Motion shall be provided to: the U.S. Trustee; counsel for the Creditors' Committee; counsel for the Debtor; counsel for the Equity Committee; and parties entitled to receive notice in these Chapter 11 Cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. I submit that such notice is sufficient under the circumstances.

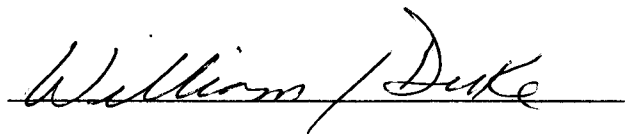
NO PRIOR REQUEST

No previous request for the relief sought herein has been made to this or any other court. I reserve the ability to present further requests to this court for additional inclusion of information in the record as such information becomes available to me and is relevant to these proceedings.

WHEREFORE

I respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Bankruptcy Court may deem just and appropriate.

Dated: December 5th, 2011

A handwritten signature in cursive script that reads "William Duke". The signature is written over a horizontal line.

William Duke, shareholder

Exhibit A

EXCERPTS FROM HEARING TRANSCRIPTS DECEMBER 2010

Trial Transcript: TransPerfect Legal Solutions 12/02/2010

Pages/lines 382/14-2 , 383/2-9

390/23-25, 391/1-25

640/15-18

1
2 think my answers, again, have been -- I
3 haven't stated whether we think we're going
4 to win or lose things. I have not revealed
5 privilege. I have merely stated what the
6 facts are to my knowledge that are
7 nonprivileged.
8 Q. All of these on this board are
9 disputed assets, correct?
10 A. I disagree.
11 Q. You have not asserted any
12 litigation, every single one of these assets
13 as being owned by the estate?
14 A. At some point we did. But let's
15 take BOLI/COLI, for instance. The BOLI/COLI
16 \$5 billion we went through a line-by-line
17 analysis of that, and it is -- it has been
18 determined, at least for WMI, that we don't
19 own the \$5 billion. We potentially had some
20 claims there but JPM has, to my knowledge,
21 probably liquidated those already. So, you
22 know, we -- we have potential claims there.
23 Q. I'm sorry. Those have already been
24 transferred and have been liquidated by
25 JPMorgan?

1
2 A. They were never under our control.
3 Q. You disputed these assets and
4 JPMorgan has liquidated them; is that right?
5 A. I don't know. I'm sorry, I may
6 have misspoken. I don't know what JPMorgan
7 has done with those. But those assets are
8 not owned by WMI. Those assets were on the
9 balance sheet of WMB.
10 Q. The analysis that was conducted on
11 BOLI/COLI that you just referenced and said
12 that you do not have ownership on, that was
13 an analysis conducted by counsel, was it not?
14 A. I think there was a fair amount of
15 work that was done by the WMI employees as
16 well.
17 Q. Yes or no, sir. The analysis that
18 the estate conducted with respect to
19 BOLI/COLI that you just testified don't
20 belong to the estate and belong to JPMorgan,
21 that analysis was conducted by your counsel?
22 A. Our counsel participated in that
23 analysis, yes. But it was also largely done
24 with some of our WMI employees, our WMI
25 experts and A&M experts, so it was --

1
2 There was some certain legal input
3 on that but there was a lot of review and
4 analysis completed by the A&M team and the
5 WMI team.
6 Q. That was an analysis conducted by
7 counsel?
8 MR. MASTANDO: Objection, your
9 Honor.
10 Q. In part by counsel you just said?
11 A. Counsel had some input into that,
12 yes.
13 MR. NELSON: Your Honor, we move to
14 strike that prior answer as either
15 revealing attorney-client privileged
16 information and going beyond the scope
17 or opening the door for a reliance on
18 counsel, given the fact that he just
19 testified that his analysis was in part
20 due to counsel and that --
21 JUDGE WALRATH: He didn't tell
22 you --
23 Well, was your statement regarding
24 the BOLI/COLI based on any advice of
25 counsel?

1
2 THE WITNESS: There would have to
3 be some input from counsel.
4 JUDGE WALRATH: Well, then I am
5 going to strike the testimony regarding
6 the BOLI/COLI.
7 MR. MASTANDO: Your Honor, I would
8 ask that the questions be stricken as
9 well because counsel is asking him, I
10 think, things --
11 JUDGE WALRATH: I'm not going to
12 strike the questions.
13 Q. Let me try again, sir.
14 Every single one of these assets
15 (indicating) is a disputed asset that the
16 estate has disputed as between JPMorgan and
17 the estate, correct?
18 MR. MASTANDO: Objection, your
19 Honor. I believe this has been asked
20 and answered.
21 JUDGE WALRATH: Yeah, I think it
22 has been.
23 MR. NELSON: Okay. Fair enough,
24 your Honor.
25 Q. I want to go back to the first time

1 just reading the e-mail with you at this
2 point.

3 Q. Well, you respond and you state
4 it's about time the seniors figured this out.
5 Is that your position in March 2009?

6 A. I don't know what else to tell you.
7 It's hard to see what the context of this
8 e-mail was without knowledge of the greater
9 discussions that were going on.

10 Q. Did you want a clean settlement in
11 March of 2009?

12 A. I would have loved a settlement in
13 March 2009, but we -- we subsequently put a
14 term sheet together and proposed it to JPM
15 that was unfortunately rejected.

16 Q. You say it's about time that the
17 seniors figured this out. How long had you
18 thought that the best resolution of the
19 estate was a global settlement with JPMorgan?

20 A. I don't know.

21 Q. Was it before March of 2009?

22 A. To put this time frame in context,
23 your Honor, when we -- when the bank was
24 seized by the --

1 When the FDIC became the receiver
2 and sold the bank, WMI had one employee and
3 he was an interim employee and he was soon to
4 leave. The bank and the employees and the
5 financial records went with the transaction.
6 So WMI had really -- we had to rebuild WMI,
7 we had to rebuild the financial statements.

8 And a lot of the things that came
9 over the course of these two years were
10 developed as we went because we didn't have
11 the historical amount of people to go, like
12 most companies would, and say, "Where are we?
13 What is our financial position? What is
14 our -- what are our rights to our assets?"
15 That was developed over time, because we had
16 no employees to talk to about that.

17 Now, we subsequently went out and
18 hired -- I think we had maybe 20 or 21
19 employees at the peak of WMI that we had to
20 hire from people that used to work there or
21 some outside people, but from the very
22 beginning this was a very difficult process
23 to try to understand what rights, what
24 financial assets, what liabilities we had.

1 So it's hard to put this all in context.

2 So at this point in time, you know,
3 as we're continuing to develop financial
4 information, did we think a global settlement
5 was the right thing to do at JPM and the
6 FDIC? Absolutely. It was the only way that
7 we were going to cleanly take care of this
8 estate. There was claims, there was
9 counterclaims. There was very few things in
10 this entire estate, as Mr. Nelson has put up
11 earlier. I think there's \$900 million that
12 was undisputed. Everything else is a fact.

13 Q. Respectfully, sir, I'm going to
14 move to strike as nonresponsive.

15 MR. MASTANDO: Object, your Honor.

16 JUDGE WALRATH: Overruled.

17 Q. My question was did you think
18 before March of 2009 that it was about time
19 that the seniors figured out the e-mail that
20 we just saw on the prior page.

21 A. I -- I think that it stands on its
22 own. I can't -- that was the e-mail I wrote.
23 I can't put it in context for you any more
24 than what you're showing me.

1 Q. How long, how much prior before
2 March of 2009 did you think that the correct
3 resolution of the estate was a settlement?

4 A. I don't know.

5 Q. Was it the day you were hired?

6 A. I think the day I was hired, as I
7 explained earlier, I would think we were more
8 worried about just trying to sort out what
9 WMI had. We had one employee. The FDIC was
10 there. A lot of people. JPM was starting to
11 take over the banking assets and there was
12 one employee and one conference room.

13 Q. So it was not the day you were
14 hired.

15 A. I can -- I can assure you it was
16 not the day I was hired.

17 Q. Was it a month after you were
18 hired?

19 A. I wouldn't be able to put it in
20 context for you.

21 Q. In other words, after maybe the
22 first couple of weeks when you were getting
23 your feet on the ground, so to speak, you
24 can't put in any more precise context when
25

1
2 These are some of the potential
3 values of the some of the assets that are
4 being transferred, correct?

5 MR. MASTANDO: Objection to the
6 form and the foundation of the exhibit
7 as we discussed yesterday.

8 JUDGE WALRATH: Overruled.

9 A. Can you repeat the question.

10 Q. These are the values of some of the
11 assets that are being transferred and/or
12 released under the proposed settlement,
13 correct?

14 A. Well, these are values -- I don't
15 know, there are certain of these values that
16 would probably be misleading, but I'm sure
17 there are certain values or other values that
18 would be on this page, I don't think this as
19 fair representation of a comparison.

20 Q. Well, we'll get to that in a
21 second.

22 You would agree, and we'll get to
23 this later, for now that WMRIC and a
24 reorganized WMI has a \$5 billion NOL,
25 correct?

1 A. It could have a \$5 billion NOL.

2 Q. And by NOL you mean a tax shelter
3 of \$5 billion for future profits, correct?

4 A. Net operating loss carried forward,
5 sure.

6 Q. And in your deposition you call
7 that a tax shelter for \$5 billion, correct?

8 A. I don't know if I used those exact
9 words but if that's what's in the deposition,
10 I don't remember every word in my deposition.

11 Q. Okay. Well, we can check if you
12 want.

13 A. No. That's a fair statement.

14 Q. Okay. BOLI/COLI, the assets that
15 are going to either JPMorgan or to WMI are
16 approximately \$5 billion, correct?

17 A. That's correct.

18 Q. The analysis that was performed to
19 determine what was owned by JPMorgan and what
20 was owned by WMI was done on reliance of
21 counsel, correct?

22 MR. MASTANDO: Object to the form.

23 A. Are you talking about with respect
24 to BOLI/COLI?
25

1 Q. Yes.

2 A. Well, no. I mean I think the
3 initial work that was done on the asset
4 allocation with respect to BOLI/COLI, when we
5 got there we didn't have a lot of books and
6 records but we worked with folks to gain
7 access to books and records. We worked with
8 the team who oversaw the BOLI/COLI program
9 within the treasury department of Washington
10 Mutual. We received documentation from them
11 that would support the books and records.

12 There was approximately 90 million
13 of value on the books and records of WMI and
14 about 5 billion on the books of WMB. We
15 reviewed those. We also -- we added all the
16 documents, submitted them to counsel. They
17 did an analysis as well, but we can certainly
18 look at the information, the support for what
19 was on the books and records.

20 Q. I think you just said this in your
21 answer. You relied in part on counsel's
22 advice to determine the ownership of assets
23 of BOLI/COLI.

24 And by BOLI/COLI, the rabbi trust,
25

1 you understand it's part of the same type of
2 analysis here: it's all grouped together?

3 MR. MASTANDO: Objection to the
4 form.

5 JUDGE WALRATH: Sustained.
6 Rephrase.

7 Q. By BOLI/COLI -- well, let me
8 rephrase again.

9 Are rabbi trusts part of BOLI/COLI
10 assets?

11 A. Some of the BOLI/COLI are held
12 within rabbi trusts. There are additional --
13 other securities that have been held within
14 the rabbi trust.

15 Q. Okay. So they're sort of --
16 they're intermingled, the BOLI/COLI and the
17 rabbi trust?

18 A. A little bit, yes.

19 Q. Okay. With respect to the assets
20 of determining ownership, valuation and value
21 of BOLI/COLI and the rabbi trusts, you relied
22 in part on counsel, correct?

23 A. Well, for the purposes of value
24 you'd be looking at the cash surrender value
25

Trial Transcript: VERITEXT REPORTING COMPANY 12/07/2010

Pages/lines 278/ 14-17

WASHINGTON MUTUAL, INC., ET AL.

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1 18 claim. There is a lawsuit pending with respect to that with
2 respect to some people. They have not filed -- I believe Mr.
3 Jarvis in April said that they were subject to the MDL. But of
4 course they are not part of that, Your Honor; they are merely
5 here because they filed a claim against the estate. We will
6 take care of that, Your Honor, when we get together next week.

7 But one last point, Your Honor, and I apologize if I
8 say the name wrong, Ms. Slatko, the references to the five
9 billion dollars and the BOLI/COLI, Your Honor, that is not
10 anything that is consistent with the record of this case and I
11 would just ask the Court to consider that as her argument and
12 not certainly the facts as we heard the testimony. I believe
13 that Mr. --

14 THE COURT: Has the BOLI/COLI insurance been
15 transferred?

16 MR. ROSEN: No, Your Honor.

17 THE COURT: Okay.

18 MR. HODARA: Your Honor, Fred Hodara, Akin, Gump,
19 Strauss, Hauer & Feld for the official committee of unsecured
20 creditors.

21 I'll respond to two points that were made by Mr.
22 Steinberg with respect to post-petition interest and keep my
23 comments to that. First, Mr. Steinberg made the point that the
24 exception in 726(a), the proviso referencing 510, refers to all
25 of 510 and not just 510(b). And accordingly, Mr. Steinberg

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EXHIBIT B

COPY OF JPMORGAN SUBMISSION IN SUPPORT DOCKET # 8112

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WASHINGTON MUTUAL, INC., et al.,¹

Debtors.

Chapter 11

Case No. 08-12229 (MFW)

Jointly Administered

Ref. No. 6696

**SUBMISSION OF JPMORGAN CHASE BANK, N.A. IN SUPPORT OF
CONFIRMATION OF THE DEBTORS' MODIFIED SIXTH AMENDED JOINT PLAN**

JPMorgan Chase Bank, N.A. ("JPMC") submits this statement in support of confirmation of the Modified Sixth Amended Joint Plan Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Plan") of affiliated debtors Washington Mutual, Inc. ("WMI") and WMI Investment Corp. (collectively, the "Debtors").²

A. This Court Held the Global Settlement Reasonable and it Should be Approved.

1. The foundation of the Plan remains the comprehensive, integrated settlement that enabled the Debtors to seek confirmation of a plan that provides over \$7 billion in value contributed by JPMC for the benefit of the estates' creditors. The economic terms and structure of that truly "global" settlement were approved by this Court in its opinion, dated January 7, 2011 (the "Opinion"), that ultimately denied confirmation of the Sixth Amended Joint Plan (the "Original Plan"). Despite vociferous protests from objectors, including the Official

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification numbers are: (a) Washington Mutual, Inc. (3725); and (b) WMI Investment Corp. (5395). The Debtors' principal offices are located at 925 Fourth Avenue, Suite 2500, Seattle, Washington 98104.

² This submission addresses only certain issues and arguments raised by Plan objectors and does not constitute acceptance or agreement with any other objection. These and other objections are separately addressed by the Debtors in their responses and JPMC expressly reserves its rights to respond to all interposed objections at the Plan confirmation hearing.



Committee of Equity Security Holders (the “Equity Committee”) and the TPS Consortium, this Court concluded after comprehensive review of the terms of the agreement that the “Global Settlement is fair and reasonable.” (Opinion at 2.) These findings are law of the case and the Second Amended and Restated Settlement Agreement, dated February 7, 2011, as amended (the “Global Settlement”) should now be approved.³

2. This Court has not waived since issuing its January Opinion in affirming that “with respect to those items that I did decide, they’re not going to be re-litigated.” (Jan. 20, 2011 Hearing Transcript at 51:22-24.) This fact has been acknowledged by the Equity Committee, whose counsel has stated on the record that “[t]he terms of the settlement are fixed. The Court has issued an order approving those terms as fair and reasonable.” (Feb. 8, 2011 Hearing Transcript at 87:3-5.) The Equity Committee notes in its Plan Objection (D.I. 8073, the “Equity Committee Objection”) that it “has promised not to relitigate” whether the Global Settlement is fair and reasonable. (Equity Committee Objection at ¶ 93.)⁴

³ The economic terms of the Global Settlement remain constant although the agreement was modified consistent with the Court’s Opinion.

⁴ Of course, the Equity Committee and the TPS Consortium could not resist including in their objections a misguided invitation to reconsider the Global Settlement based on the D.C. Circuit’s decision in the ANICO litigation. (Equity Committee Objection at ¶¶ 93-94; TPS Supplemental Objection, D.I. 8100, at ¶ 35.) That decision does not impact the reasonableness of the Global Settlement at all. First, this Court’s determination that the Global Settlement was fair and reasonable was not premised on the FIRREA jurisdictional bar. Moreover, this Court’s Opinion did not give credence to the merits of the business tort allegations and noted that any claim for damages would require the Debtors to take positions inconsistent with their other claims. (Opinion at 56.) In fact, not a shred of evidence was offered at the confirmation hearing on the Original Plan that the business tort claims possess any merit. Second, the question of the applicability of the FIRREA jurisdictional bar in this case is unresolved as JPMC’s appeals of this Court’s FIRREA decisions remain pending and would ultimately be decided in this circuit by a different Court of Appeals. Regardless, while holding that claims related to purported acts of JPMC need not be submitted to the FDIC receivership claims process the D.C. Circuit was equally clear that claims such as those asserted by WMI in this Court—such as the counterclaim in the JPMC Adversary Proceeding attacking the Purchase & Assumption Agreement itself—can proceed only in the D.C. District Court pursuant to the FIRREA process. *See Am. Nat’l Ins. Co. v. Fed. Deposit Ins. Co.*, No. 10-5245, 2011 WL 2506043, at *6 (D.C. Cir. June 24, 2011) (“Where a claim is *functionally*, albeit not *formally*, against a depository institution for which the FDIC is receiver, it is a ‘claim’ within the meaning of FIRREA’s administrative claim process.”) (emphasis in original). Third, the ANICO case itself

3. Notwithstanding the Court's clear directive, Aurelius Capital Management, LP ("Aurelius")—one of the so-called "Settlement Noteholders" who has been a subject of the insider trading inquiry ordered by the Court—has withdrawn its support for the Plan and invites this Court to revisit the reasonableness of the Global Settlement. The reasonableness of the Global Settlement is not at issue before this Court and Aurelius' arguments must be rejected. Aurelius brazenly asserts that the Global Settlement should not be approved unless JPMC provides additional value to offset the cost of delay *caused by the Court's direction to investigate Aurelius* and the other Settlement Noteholders. (Aurelius Objection, D.I. 7951, at ¶¶ 3, 5.) JPMC has not caused any delay. In fact, JPMC has continuously been ready to consummate the Global Settlement through a confirmed Plan since the Global Settlement was first executed in May 2010. Since that time, JPMC has supported both the Original Plan and this modified Plan, and the efforts of the Debtors and the Official Committee of Unsecured Creditors to obtain approval of those Plans so that distributions can be made to creditors. Having reached a comprehensive, complex, and integrated agreement to resolve disputes involving billions of dollars of claims and assets, JPMC has been a mere bystander since the Court's January Opinion as various intercreditor (and equity holder) disputes have unfolded and played out before this Court. The Court has a number of important issues to consider at the Plan confirmation hearing; the reasonableness of the Global Settlement is not one of them.

4. In the event the Court is inclined to consider Aurelius' argument (it should not), the objection must still be denied. Nothing since January has caused the Global Settlement to become any less fair or reasonable. In the Opinion, the Court explained that it "does not have to be convinced that the settlement is the best possible compromise" but only that it "be above
is irrelevant because all claims with respect to bonds and securities of WMI remain dismissed with prejudice.

the lowest point in the range of reasonableness.” (Opinion at 17, citing *In re Coram Healthcare Corp.*, 315 B.R. 321, 330 (Bankr. D. Del. 2004).) Whatever incremental costs have been necessitated by the Court-ordered insider trading investigation did not cause the terms of the Global Settlement to fall below the lowest point in the range of reasonableness.

5. JPMC retains the same litigation positions that it had when the Court concluded in its January Opinion that the “Global Settlement provides a reasonable return in light of the possible results of the litigation.” (Opinion at 60.) JPMC still possesses every legal and factual argument it had when the Court first considered the terms of the agreement and, absent the Global Settlement, JPMC would prevail as a matter of law on virtually all competing claims to the most valuable asset categories in dispute. Moreover, as the Debtors’ Chief Restructuring Officer testified at the confirmation hearing on the Original Plan, absent a settlement, litigation of the parties’ numerous and complex claims and defenses will take three to four years at minimum, with continued accrual of post-petition interest and professional expenses throughout that period. (Declaration of William C. Kosturos, dated Nov. 23, 2010, D.I. 6083, at ¶ 30.)⁵

6. Aurelius’ objection complains—for the first time by any party in connection with confirmation of either this Plan or the Original Plan—about the rate of interest accruing on the disputed funds credited to accounts in WMI’s name now held at JPMC. (Aurelius Objection at ¶ 7.) But Aurelius of course ignores the fact that the interest rate to be paid on those funds was a negotiated term contained in Section 2.2 of the Global Settlement and

⁵ The Equity Committee’s suggestion that JPMC’s willingness to settle claims to the funds credited to the disputed accounts as part of a global settlement proposal signals a weakness in JPMC’s perception of its claims to those funds is wrong. (See Equity Committee Objection at ¶ 20.) It is axiomatic that a proposal to settle \$25 billion worth of disputed assets and liabilities would require JPMC to give up substantial claims and that any settlement proposal is without prejudice to JPMC’s litigation positions.

therefore is but one part of a complex, fully integrated settlement and cannot be viewed (or changed) in isolation. Moreover, while Aurelius attempts to frame the delays in the effective date of the Global Settlement as a benefit to JPMC, the reality is that JPMC continues to suffer substantial harm by these delays. For example, JPMC agreed to assume the WaMu Pension Plan pursuant to the Global Settlement but continues to have no control over that plan's assets. Similarly, JPMC continues to have no control over the BOLI/COLI assets more than a year after the Global Settlement resolved the disputes with respect to those assets. Most significantly, JPMC remains without access to its portion of the tax refunds that remain in escrow pending the effective date of the Global Settlement and also without the ability to utilize the assets collateralizing the Trust Preferred Securities. Together, these represent billions of dollars in assets owned by JPMC that remain tied up and unavailable pending confirmation of the Plan and consummation of the Global Settlement. Aurelius cannot credibly believe that JPMC should increase its negotiated contribution through the Global Settlement because of a delay caused by the actions of others, including Aurelius itself.

7. This Court determined that the Global Settlement was fair and reasonable for all creditors in January and it remains so today. Therefore, the Global Settlement should be approved as part of confirmation of the Plan.

B. The Essential Third Party Releases Contained in the Modified Plan Comply With This Court's Order and Should be Approved.

8. The Plan provides for releases of claims against JPMC and its affiliates by third parties who vote in favor of the Plan and do not opt out of the release (or, as with Class 19, previously opted in to the third party release). The Plan also requires that any creditor receiving a distribution grant the third party release. (See Plan § 43.6.) These releases have been modified from the Original Plan to comply with standards detailed in the Court's Opinion. The releases,

moreover, satisfy Third Circuit standards for approval because they are an essential component of the integrated Global Settlement, critical to implementation of the Plan and provided in exchange for substantial value. After all, JPMC is contributing through the Global Settlement virtually every dollar comprising the more than \$7 billion that will be available for prompt distribution to creditors pursuant to the Plan. JPMC is therefore reasonable in requiring a release from any creditor receiving a distribution of that value.

9. The Court expressly held that third party releases are effective if the creditor “affirmatively consent[s] to it by voting in favor of the Plan and not opting out” (Opinion at 84.) Furthermore, the Court rejected any argument that conditioning a distribution on granting a third party release is improper. (See Opinion at 85-86.) That is because courts routinely have held that a vote in favor of a plan containing third party releases binds those creditors. See e.g., *In re Coram Healthcare Corp.*, 315 B.R. 321, 336 (Bankr. D. Del. 2004) (“[T]o the extent creditors or shareholders voted in favor of [the Plan], which provides for the release of claims they may have against the Noteholders, they are bound by that.”); *In re Exide Techs.*, 303 B.R. 48, 74 (Bankr. D. Del. 2003) (where a release is “consensual, there is no need to consider the *Zenith* factors”); *In re Zenith Elecs. Corp.*, 241 B.R. 92, 111 (Bankr. D. Del. 1999) (approving release of “claims of any creditor who actually voted in favor of the Plan”); *In re Adelphia Commc’ns Corp.*, 368 B.R. 140, 268 (Bankr. S.D.N.Y. 2007).

10. There is no Global Settlement, and therefore no Plan and no value to distribute to creditors without the third party releases, as Mr. Goulding, WMI’s Treasurer, testified at the confirmation hearing on the Original Plan. In an exchange with JPMC’s counsel, Mr. Goulding confirmed:

Q: So no releases, no settlement agreement, no value?

A: Right.

(Transcript of Confirmation Hearing, dated December 3, 2011, at 767:6-8.) The Court recognized the importance of the Plan releases when it stated that “releases of JPMC . . . are necessary to the Debtors’ reorganization and confirmation of the [Original] Plan.” (Opinion at 65.) Similarly, the third party releases contained in the Plan should be approved now that they are structured as consensual releases pursuant to this Court’s directive.

11. The Equity Committee’s argument that the third party releases are coercive and therefore violate 11 U.S.C. § 1129(a)(7) is a straw man. The fact remains that without JPMC’s agreement to terms of the Global Settlement—a settlement that includes JPMC receiving third party releases—the Debtors would have minimal assets available for immediate distribution and, as the Court noted in its Opinion, would face an additional \$54 billion in claims. (See Opinion at 95-96.) Any equity holder (or any other creditor) that wishes to retain its claims against JPMC or any other third party had the right to do so by opting out of the third party release and foregoing a distribution. Furthermore, the Plan provides that no third party releases are granted absent a vote, so a creditor who did not return a ballot retains all of its third party claims unless and until it chooses to grant a release and receive a distribution funded by JPMC. The third party releases should be approved.

C. The Plan’s Treatment of Class 19 is Appropriate.

12. The TPS Consortium’s objection that the Plan discriminates among creditors in Class 19 of the Plan is without merit. As an initial matter, the Court already decided this issue in its January Opinion and should not reconsider the TPS Consortium’s arguments here. This Court previously rejected arguments of discrimination with respect to Class 19 because “[t]o the extent the REIT Holders are receiving anything more than other preferred

shareholders, they are receiving it directly from JPMC in exchange for releases.” (Opinion at 102.)⁶

13. In any event, the Plan deems Class 19 to have rejected it. Under the terms of the Original Plan, JPMC provided the opportunity for creditors in Class 19 to receive a distribution from JPMC in exchange for foregoing litigation and granting the third party releases contained in Section 43.6. The release election for Class 19 was an opt-in; some creditors accepted JPMC’s offer but most did not, including the members of the TPS Consortium. The TPS Consortium instead chose to roll the dice and litigate ownership of the Trust Preferred Securities at great expense and risk to JPMC. They lost. Now, they have the audacity to argue discrimination because they were not provided a second opportunity to receive a settlement payment from JPMC after litigating the issue to conclusion and losing. The Court must reject this baseless objection.

14. JPMC had no interest in offering additional settlement payments to members of Class 19 once it was forced to litigate the question of ownership of the Trust Preferred Securities (and, in fact, had no obligation to include any supplemental distribution in the modified Plan). Although the Original Plan was not confirmed, JPMC voluntarily agreed to nonetheless honor the elections from the Original Plan and to provide the settlement distribution to those Class 19 creditors who agreed to release JPMC in good faith and forego litigation. The

⁶ The Court recognized this at the hearing approving the disclosure statement for the Plan, where in response to this precise argument by the TPS Consortium, Your Honor had the following exchange with counsel for the TPS Consortium:

THE COURT: Well, but didn’t I decide already that a class can have, this class, specifically, can get two different distributions depending on whether they have opted in?

MR. COFFEY: You absolutely did, Your Honor.

THE COURT: So why are we re-litigating this?

(Mar. 21, 2001 Hearing Transcript at 76:9-13.)

TPS Consortium's arguments should be rejected so that those creditors who agreed to forego litigation can receive the supplemental value from JPMC. In the event that the Court agrees with the TPS Consortium that the Plan cannot be confirmed without re-solicitation of Class 19, JPMC will remove the supplemental settlement payments from the Plan altogether.⁷

D. This Court is Not Divested of Jurisdiction to Consider Plan Provisions Relating to Trust Preferred Securities.

15. The TPS Consortium asserts that this Court is somehow prohibited by the judge-made "divestiture rule" from considering any provision in the Plan that concerns the hybrid securities referred to as the Trust Preferred Securities. This argument is baseless and is nothing more than the latest attempt by the TPS Consortium to derail the Plan and Global Settlement while holding hostage all parties in interest to these bankruptcy proceedings. The argument should be rejected.

16. First and foremost, the TPS Consortium will retain whatever rights it has with respect to appeal should this Court determine to confirm the Plan. The TPS Consortium would be free to pursue an appeal of the confirmation order. If the TPS Consortium is concerned about the effect of implementation of the Plan, it is free to seek a stay pending appeal of the confirmation order. As the Third Circuit has made clear, it is incumbent on the appellant to seek a stay to preserve the status quo. *See Nordhoff Invests., Inc. v. Zenith Elecs. Corp.*, 258 F.3d 180, 186-87 (3d Cir. 2001) ("Because of the nature of bankruptcy confirmations, we have held that it is obligatory upon appellant to pursue with diligence all available remedies to obtain a stay

⁷ Like the Equity Committee, the TPS Consortium's arguments with respect to distributions from the Debtors' estates are misguided. (*See* TPS Consortium Objection, D.I. 7480, at ¶¶ 57-59.) The members of the TPS Consortium chose not to grant the third party release contained in the Original Plan (and are similarly found in the modified Plan) and instead retain direct claims they might have against JPMC. The members of the TPS Consortium are treated the same as all other creditors under the Plan: the third party release must be granted in order to receive an estate distribution funded by JPMC.

of execution of the objectionable order”); *see also In re Chateaugay Corp.*, 988 F.2d 322, 326 (2d Cir. 1993) (“The party who appeals without seeking to avail himself of that [stay] protection does so at his own risk.”).⁸ Instead, the TPS Consortium is asking the Court to effectively grant a pre-emptive stay that would preclude consideration of *any* Plan including the Trust Preferred Securities (that this Court held the TPS Consortium has no rights to). Moreover, if the Court were to adopt the TPS Consortium’s novel interpretation of the divestiture rule there would be no need for a plaintiff to seek a stay during appeal because no court would be able to enforce that judgment through a plan of reorganization, indefinitely delaying emergence from chapter 11 in the process. In these circumstances, and in light of the TPS Consortium’s failure to seek a stay of the TPS Order, applying the divestiture rule in the manner suggested by the TPS Consortium would be particularly inequitable and damaging to the underlying bankruptcy case.

17. The indefinite hold up of these chapter 11 proceedings would be especially egregious in this case where the TPS Consortium waited almost two years after the Conditional Exchange occurred and was announced to commence the TPS Adversary Proceeding. If the members of the TPS Consortium had any legitimate challenge to the Conditional Exchange they could have brought a timely claim and the matter would have been adjudicated long ago. Instead, the TPS Consortium created any timing issue by waiting until two months after the Global Settlement was announced to file its complaint in an obvious attempt to hold up these proceedings. Their objection to the Plan is more of the same and should be rejected.

⁸ It is telling that the TPS Consortium never sought a stay to prevent enforcement of this Court’s order (the “TPS Order”) granting summary judgment to the defendants in *Black Horse Capital L.P. v. JPMorgan Chase Bank, N.A.*, Adv. Pro. No. 10-51387 (MFW), D.I. 180. (the “TPS Adversary Proceeding.”)

18. Second, as the TPS Consortium acknowledges in its objection (at ¶ 14), this Court retains the right to enforce the order granting the defendants summary judgment in the TPS Adversary Proceeding. Notwithstanding the judge-made divestiture rule founded on prudential considerations, lower courts—including bankruptcy courts—retain jurisdiction to “enforce, implement, or otherwise treat as valid” appealed orders as long as the bankruptcy court does not “disturb the issues on appeal.” *Georgine v. Amchem Prods., Inc.*, No. 93-cv-0215, 1995 WL 561297, *7 (E.D. Pa. Sept. 18, 1995). The TPS Consortium distorts the concept of disturbing the issues on appeal. This is not a matter of mootness or preserving the status quo (like a stay would do) but rather of ensuring that the lower court does not modify or vacate the appealed order itself. As the court in *In re Mazzone* explained, the bankruptcy court “lacks jurisdiction to vacate or modify an order which is the subject of a pending appeal” or to “reconsider” an issue but retains jurisdiction to “enforce, implement or otherwise treat as valid” the order subject of the pending appeal. *In re Mazzone*, No. 94-5201, 1995 WL 113110, *4 (E.D. Pa. Mar. 16, 1995). This distinction is important because “[a]dopting a broader divestiture of jurisdiction rule in the bankruptcy context would severely hamper the bankruptcy court’s ability to administer its cases in a timely manner.” *Id.* (quotation omitted). Moreover, “[a]s a prudential doctrine, the [divestiture] rule should not be applied when to do so would defeat its purpose of achieving judicial economy.” *Mary Ann Pensiero, Inc. v. Lingle*, 847 F.2d 90, 97 (3d Cir. 1988). Here, consideration of the Debtors’ Plan is of paramount importance to all creditors of the Debtors’ estates.

19. In a separate opinion dated January 7, 2011, the Court granted summary judgment for the defendants in (the “TPS Opinion”). In reaching its conclusion, this Court determined that “[u]nder the express terms of the applicable Agreements, the Conditional

Exchange occurred automatically once the OTS declared that an Exchange Event had occurred and directed that the Conditional Exchange occur.” (TPS Opinion at 11, emphasis in original.) The Court went on to reject the arguments proffered by the TPS Consortium that certain ministerial steps contained in the operative agreements were instead conditions precedent to the Conditional Exchange. (TPS Opinion at 12.) Therefore, “under the express language of the Trust Agreements and the Exchange Agreements, the Court conclude[d] that the certificates held by the TPS holders are no longer TPS but are deemed to be Depository Shares tied to WMI Preferred Shares.” (TPS Opinion at 13.) In other words, this Court concluded that the members of the TPS Consortium hold WMI preferred shares and not Trust Preferred Securities. The Plan simply implements that order. The Plan provides for treatment of those securities as WMI preferred shares. The Plan further resolves the dispute between JPMC and WMI with respect to the Trust Preferred Securities, but contrary to the TPS Consortium’s statements otherwise, there was never a dispute between JPMC and WMI as to whether the Conditional Exchange itself occurred; it did. Rather, the Plan resolves the dispute as to what happened to the Trust Preferred Securities *after* the Conditional Exchange and confirms that JPMC will be the sole legal owner of the Trust Preferred Securities on the Effective Date of the Global Settlement.

20. The cases cited by the TPS Consortium are consistent with this Court having the ability to enforce the TPS Order through confirmation of the Plan. The TPS Consortium relies on a readily distinguishable non-controlling First Circuit case, *In re Whispering Pines Estates, Inc.*, in support of its divestiture argument. There, the court was not being asked to enforce an order, as is being done here through the Plan, but rather grant relief from the automatic stay to permit the sale of property that would effectively modify the order on appeal. *In re Whispering Pines Estates, Inc.*, 369 B.R. 752, 761 (B.A.P 1st Cir. 2007.) Here, no

modification of the TPS Opinion is requested; rather implementation of that order is requested through the Plan. Similarly, none of the TPS Consortium's other cases involved a situation where the Court was being told it lacked jurisdiction to enforce an order through consideration of a debtor's plan. Rather the other cases cited by the TPS Consortium involved arguments where the lower court was being asked to take action that would modify the interlocutory orders on appeal. *See, e.g., In re Trimble*, Adv. Pro. No. 07-2115, 2008 WL 782581, *4 (Bankr. D. N.J. Mar. 18, 2008) (staying proceedings until motion for leave to pursue interlocutory appeal of denial of motion to dismiss pending arbitration is heard). In fact, the court in *In re Urban Development Limited, Inc.* permitted a debtor to proceed with a sale of property pursuant to Section 363 of the Bankruptcy Code despite that property being the subject of an appeal. *In re Urban Dev. Ltd., Inc.*, 42 B.R. 741, 744-45 (Bankr. M.D. Fla. 1984).⁹

21. The reading of the divestiture rule suggested by the TPS Consortium would improperly expand its scope, eliminate the need to ever seek a stay pending appeal, and most importantly, would prevent a bankruptcy court from confirming a plan of reorganization if that plan requires the enforcement of a different order that is separately on appeal. This would undermine the bankruptcy process. This Court retains jurisdiction to consider confirmation of the Plan and to enforce the TPS Order through the confirmation order. The TPS Consortium's objection should be overruled.

⁹ JPMC and WMI opposed the TPS Consortium's appeal of the TPS Order, in part, as procedurally improper because Counts VII-IX of the complaint were voluntarily dismissed without prejudice and therefore the appealed order is non-final. To the extent the TPS Consortium's appeal is improper, this Court cannot be divested under jurisdiction under any circumstances. *See, e.g., Sea Star Line LLC v. Emerald Equip. Leasing, Inc.*, No. 05-245, 2009 WL 3805569, *3 (D. Del. Nov. 12, 2009) (stating that an improper appeal does not have the effect of divesting the lower court of jurisdiction). Furthermore, this Court is well aware of the "frivolity exception" to the divestiture rule. *See U.S. v. Leppo*, 634 F.2d 101, 105 (3d Cir. 1980) (holding that an appeal does not divest a lower court of jurisdiction if that court has found the appeal to be frivolous). The TPS Consortium's appeal falls within that exception when considering the plain language of the operative documents.

E. This Court Has Subject Matter Jurisdiction to Consider the Global Settlement.


22. Last evening, mere days before the Plan confirmation hearing, the TPS Consortium filed a supplemental objection to the Plan (D.I. 8100) asserting a new argument that the U.S. Supreme Court decision in *Stern v. Marshall*, No. 10-179, 2011 WL 2472792 (U.S. June 23, 2011), prevents this Court from considering and approving the Global Settlement. JPMC has only had a brief opportunity to review this argument but can nonetheless conclude—as this Court should conclude—that the argument is meritless. The Supreme Court in *Stern* was clear that it was deciding a “narrow” question with respect to a bankruptcy court’s jurisdiction to finally adjudicate the merits of a debtor’s state law counterclaim. *Stern*, 2011 WL 2472792 at *26. The *Stern* decision in no way suggests that this Court lacks jurisdiction to approve a settlement that includes a debtor’s voluntary discharge of various claims to achieve a fair and reasonable settlement. Here, the Global Settlement does just that and provides more than \$7 billion to be distributed to creditors of the Debtors’ estates. The effect of the TPS Consortium’s argument would be that no bankruptcy court could ever permit a debtor to grant a general release to a non-debtor as part of a settlement or a plan. This would imperil the bankruptcy process and is not what is intended by the Supreme Court’s opinion in which the majority wrote that the decision “does not change all that much.” *Id.* As this Court noted in its January Opinion, approval of the Global Settlement and confirmation of the Debtors’ Plan are core matters. (Opinion at 11.) The Global Settlement should be approved and the Plan confirmed.

RESERVATION OF RIGHTS

23. JPMC reserves the right to supplement this submission or otherwise reply, by written submission or argument at any hearing, including but not limited to the confirmation hearing, to objections or statements filed or made in connection with confirmation of the Plan. JPMC does not waive any of its rights, at law or in equity, by submitting this or any other response, reply, or statement in connection with confirmation of the Plan.

Dated: July 8, 2011
Wilmington, Delaware

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EXHIBIT C

COPIES OF MANDATORY FINANCIAL FILINGS IN FULL

Federal Financial Institutions Examination Council

Please refer to page i,
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the required disclosure
of estimated burden.

1

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices—FFIEC 031

Report at the close of Business December 31, 2008

(20081231)

(RCON 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with the Federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and National banks.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

Director (Trustee)

Director (Trustee)

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

2/4/09

Date of Signature

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

- Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (301) 495-7864, or by e-mail at CDR.Help@ffiec.gov.

JPMorgan Chase Bank, National Association

Legal Title of Bank (RSSD 9017)

Columbus

City (RSSD 9130)

OH

State Abbrev. (RSSD 9200)

43240

Zip Code (RSSD 9220)

FDIC Certificate Number

00628

(RSSD 9050)

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices

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The estimated average burden associated with this information collection is 40.5 hours per respondent and is estimated to vary from 16 to 635 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information, unless it displays a currently valid OMB control number. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503, and to one of the following:		Schedule RC-M - Memoranda _____	RC-21, 22
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Washington, D.C. 20429			

For information or assistance, National and State nonmember banks should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., Eastern time. State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter and (2) the person at the bank - other than the Chief Financial Officer (or equivalent) - to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

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Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

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USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your depository institution's Section 314(a) searches and who could be contacted by federal law enforcement officers for additional information related to anti-terrorist financing and anti-money laundering. Please provide information for a secondary contact if available. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address or fax number if not available. USA PATRIOT Act contact information is for the confidential use of the Agencies and the Financial Crimes Enforcement Network (FinCEN) and will not be released to the public.

Primary Contact

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Columbus

City

OH 43240

State Zip Code

FDIC Certificate Number: 00628

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Consolidated Report of Income for the period January 1, 2008 – December 31, 2008

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties	4435	11,244,000	1.a.1.a.1
(2) All other loans secured by real estate	4436	1,896,000	1.a.1.a.2
(b) Loans to finance agricultural production and other loans to farmers	4024	23,000	1.a.1.b
(c) Commercial and industrial loans	4012	5,452,000	1.a.1.c
(d) Loans to individuals for household, family, and other personal expenditures:			
(1) Credit cards	B485	2,545,000	1.a.1.d.1
(2) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B486	3,841,000	1.a.1.d.2
(e) Loans to foreign governments and official institutions	4056	0	1.a.1.e
(f) All other loans in domestic offices	B487	1,465,000	1.a.1.f
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	4,518,000	1.a.2
(3) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(2))	4010	30,984,000	1.a.3
b. Income from lease financing receivables	4065	130,000	1.b
c. Interest income on balances due from depository institutions (1)	4115	2,033,000	1.c
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	76,000	1.d.1
(2) Mortgage-backed securities	B489	4,492,000	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	1,377,000	1.d.3
e. Interest income from trading assets	4069	11,071,000	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	7,221,000	1.f
g. Other interest income	4518	181,000	1.g
h. Total interest income (sum of items 1.a.(3) through 1.g)	4107	57,565,000	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Interest on deposits in domestic offices:			
(a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	77,000	2.a.1.a
(b) Nontransaction accounts:			
(1) Savings deposits (includes MMDAs)	0093	3,542,000	2.a.1.b.1
(2) Time deposits of \$100,000 or more	A517	2,899,000	2.a.1.b.2
(3) Time deposits of less than \$100,000	A518	997,000	2.a.1.b.3
(2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	8,190,000	2.a.2
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	4,225,000	2.b
c. Interest on trading liabilities and other borrowed money	4185	4,261,000	2.c

(1) Includes interest income on time certificates of deposits not held for trading.

Legal Title of Bank

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Schedule RI—Continued

	Year-to-date			
	RIAD	Bil Mil Thou		
Dollar Amounts in Thousands				
2. Interest expense (continued):				
d. Interest on subordinated notes and debentures	4200	1,729,000	2.d	
e. Total interest expense (sum of items 2.a through 2.d)	4073	25,920,000	2.e	
3. Net interest income (item 1.h minus 2.e)		4074	31,645,000	3
4. Provision for loan and lease losses		4230	16,499,000	4
5. Noninterest income:				
a. Income from fiduciary activities (1)	4070	3,343,000	5.a	
b. Service charges on deposit accounts in domestic offices	4080	3,976,000	5.b	
c. Trading revenue (2)	A220	5,025,000	5.c	
d. (1) Fees and commissions from securities brokerage	C886	1,780,000	5.d.1	
(2) Investment banking, advisory, and underwriting fees and commissions	C888	3,103,000	5.d.2	
(3) Fees and commissions from annuity sales	C887	0	5.d.3	
(4) Underwriting income from insurance and reinsurance activities	C386	118,000	5.d.4	
(5) Income from other insurance activities	C387	8,000	5.d.5	
e. Venture capital revenue	B491	(9,000)	5.e	
f. Net servicing fees	B492	618,000	5.f	
g. Net securitization income	B493	1,502,000	5.g	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	5416	(49,000)	5.i	
j. Net gains (losses) on sales of other real estate owned	5415	(121,000)	5.j	
k. Net gains (losses) on sales of other assets (excluding securities)	B496	68,000	5.k	
l. Other noninterest income*	B497	12,411,000	5.l	
m. Total noninterest income (sum of items 5.a through 5.l)		4079	31,773,000	5.m
6. a. Realized gains (losses) on held-to-maturity securities		3521	0	6.a
b. Realized gains (losses) on available-for-sale securities		3196	1,328,000	6.b
7. Noninterest expense:				
a. Salaries and employee benefits	4135	17,122,000	7.a	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	6,322,000	7.b	
c. (1) Goodwill impairment losses	C216	0	7.c.1	
(2) Amortization expense and impairment losses for other intangible assets	C232	612,000	7.c.2	
d. Other noninterest expense*	4092	12,967,000	7.d	
e. Total noninterest expense (sum of items 7.a through 7.d)		4093	37,023,000	7.e
8. Income (loss) before income taxes and extraordinary items and other adjustments (Item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)		4301	11,224,000	8
9. Applicable income taxes (on item 8)		4302	2,711,000	9
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)		4300	8,513,000	10
11. Extraordinary items and other adjustments, net of income taxes*		4320	1,906,000	11
12. Net income (loss) (sum of items 10 and 11)		4340	10,419,000	12

* Describe on Schedule RI-E - Explanations.

(1) For banks required to complete Schedule RC-T, items 12 through 19, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 19.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c must equal the sum of Memorandum items 8.a through 8.e.

Legal Title of Bank

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Schedule RI—Continued

Memoranda

	Year-to-date		
Dollar Amounts in Thousands			
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes _____	4513	73,000	M.1
2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8) _____	8431	219,000	M.2
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b) _____	4313	163,000	M.3
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)) _____	4507	15,000	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) _____	4150	Number 170,538	M.5
6. Not applicable			
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition (1) _____	9106	CCYY/MM/DD 0	M.7
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c) (To be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.):			
a. Interest rate exposures _____	8757	4,866,000	M.8.a
b. Foreign exchange exposures _____	8758	2,163,000	M.8.b
c. Equity security and index exposures _____	8759	(1,042,000)	M.8.c
d. Commodity and other exposures _____	8760	1,138,000	M.8.d
e. Credit exposures _____	F186	(2,100,000)	M.8.e
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading _____	C889	250,000	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading _____	C890	2,795,000	M.9.b
10. Credit losses on derivatives (see instructions) _____	A251	724,000	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year? _____			
	RIAD	YES / NO	
	A530	NO	M.11
<i>Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.</i>			
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)(1)) _____			
	F228	3,000	M.12
Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets _____			
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk _____	F551	(3,171,000)	M.13.a
	F552	(10,362,000)	M.13.a.1
b. Net gains (losses) on liabilities _____			
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk _____	F553	13,670,000	M.13.b
	F554	834,000	M.13.b.1

(1) For example, a bank acquired on March 1, 2008, would report 2008/03/01

Legal Title of Bank

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Schedule RI-A—Changes in Equity Capital

Indicate decreases and losses in parentheses.

	Dollar Amounts in Thousands		RIAD	Bil Mil Thou		
1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	106,346,000				1
2. Restatements due to corrections of material accounting errors and changes in accounting principles*	8507	0				2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	8508	106,346,000				3
4. Net income (loss) (must equal Schedule RI, item 12)	4340	10,419,000				4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	8509	0				5
6. Treasury stock transactions, net	8510	0				6
7. Changes incident to business combinations, net	4356	128,000				7
8. LESS: Cash dividends declared on preferred stock	4470	0				8
9. LESS: Cash dividends declared on common stock	4460	1,000,000				9
10. Other comprehensive income (1)	8511	(1,895,000)				10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	14,769,000				11
12. Total equity capital end of current period (sum of items 3 through 11) (must equal Schedule RC, item 28)	3210	128,767,000				12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B—Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

	Dollar Amounts in Thousands									
	(Column A) Charge-offs (1)		(Column B) Recoveries		Calendar year-to-date					
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou		
1. Loans secured by real estate:										
a. Construction, land development, and other land loans in domestic offices:										
(1) 1-4 family residential construction loans	C891	88,000	C892	0						1.a.1
(2) Other construction loans and all land development and other land loans	C893	25,000	C894	3,000						1.a.2
b. Secured by farmland in domestic offices	3584	0	3585	0						1.b
c. Secured by 1-4 family residential properties in domestic offices:										
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	1,184,000	5412	15,000						1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:										
(a) Secured by first liens	C234	1,712,000	C217	13,000						1.c.2.a
(b) Secured by junior liens	C235	993,000	C218	7,000						1.c.2.b
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	7,000	3589	1,000						1.d
e. Secured by nonfarm nonresidential properties in domestic offices:										
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	3,000	C896	1,000						1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	9,000	C898	2,000						1.e.2
f. In foreign offices	8512	0	8513	0						1.f
2. Loans to depository institutions and acceptances of other banks:										
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0						2.a
b. To foreign banks	4654	2,000	4664	3,000						2.b
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0						3

Legal Title of Bank

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Schedule RI-B—Continued

Part I. Continued

	(Column A) Charge-offs (1)			(Column B) Recoveries			
	Calendar year-to-date						
	RIAD	Bl Mil Thou		RIAD	Bl Mil Thou		
Dollar Amounts in Thousands							
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645	846,000		4617	121,000		4.a
b. To non-U.S. addressees (domicile)	4646	35,000		4618	16,000		4.b
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514	1,558,000		B515	212,000		5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	877,000		B517	135,000		5.b
6. Loans to foreign governments and official institutions	4643	0		4627	0		6
7. All other loans	4644	78,000		4628	10,000		7
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F185	4,000		F187	0		8.a
b. All other leases	C880	4,000		F188	0		8.b
9. Total (sum of items 1 through 8)	4635	7,425,000		4605	539,000		9

Memoranda

	(Column A) Charge-offs (1)			(Column B) Recoveries			
	Calendar year-to-date						
	RIAD	Bl Mil Thou		RIAD	Bl Mil Thou		
Dollar Amounts in Thousands							
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above	5409	0		5410	0		M.1
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above):	4652	0		4662	0		M.2

3. Not applicable

Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

4. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)

Calendar year-to-date		
RIAD	Bl Mil Thou	
C388	462,000	

M.4

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

Schedule RI-B—Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	7,015,000	1
2. Recoveries (must equal part I, item 9, column B, above)	4605	539,000	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	7,425,000	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	16,499,000	5
6. Adjustments* (see instructions for this schedule)	C233	525,000	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	17,153,000	7

* Describe on Schedule RI-E—Explanations.

Memoranda

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	C435	0	M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	138,000	M.2
3. Amount of allowance for loan and leases losses attributable to retail credit card fees and finance charges <i>Memorandum item 4 is to be completed by all banks.</i>	C390	0	M.3
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above)	C781	0	M.4

Schedule RI-D—Income from Foreign Offices

For all banks with foreign offices (including Edge or Agreement subsidiaries and IBFs) where foreign office revenues, assets, or net income exceed 10 percent of consolidated total revenues, total assets, or net income.

	Dollar Amounts in Thousands		Year-to-date		
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Total interest income in foreign offices	C899	23,093,000			1
2. Total interest expense in foreign offices	C900	15,579,000			2
3. Provision for loan and lease losses in foreign offices	C901	531,000			3
4. Noninterest income in foreign offices:					
a. Trading revenue	C902	5,896,000			4.a
b. Investment banking, advisory, brokerage, and underwriting fees and commissions	C903	3,538,000			4.b
c. Net securitization income	C904	33,000			4.c
d. Other noninterest income	C905	4,815,000			4.d
5. Realized gains (losses) on held-to-maturity and available-for-sale securities in foreign offices	C906	61,000			5
6. Total noninterest expense in foreign offices	C907	13,297,000			6
7. Adjustments to pretax income in foreign offices for internal allocations to foreign offices to reflect the effects of equity capital on overall bank funding costs	C908	22,000			7
8. Applicable income taxes (on items 1 through 7)	C909	(313,000)			8
9. Extraordinary items and other adjustments, net of income taxes, in foreign offices	C910	0			9
10. Net income attributable to foreign offices before internal allocations of income and expense (item 1 plus or minus items 2 through 9)	C911	8,364,000			10
11. Internal allocations of income and expense applicable to foreign offices	C912	(4,839,000)			11
12. Eliminations arising from the consolidation of foreign offices with domestic offices	C913	2,321,000			12
13. Consolidated net income attributable to foreign offices (sum of items 10 through 12)	C914	5,846,000			13

Legal Title of Bank

FDIC Certificate Number: 00628

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Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedules RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

		Dollar Amounts in Thousands		Year-to-Date			
				RIAD	Bil	Mil	
1. Other noninterest income (from Schedule RI, item 5.i)							
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.i:							
TEXT							
a.	Income and fees from the printing and sale of checks			C013	0		1.a
b.	Earnings on/increase in value of cash surrender value of life insurance			C014	0		1.b
c.	Income and fees from automated teller machines (ATMs)			C016	0		1.c
d.	Rent and other income from other real estate owned			4042	0		1.d
e.	Safe deposit box rent			C015	0		1.e
f.	Net change in the fair values of financial instruments accounted for under a fair value option			F229	0		1.f
g.	Bank card and credit card interchange fees			F555	1,251,000		1.g
h.	4461 Loan commitment fees			4461	423,000		1.h
i.	4462 Auto operating and financing leases			4462	518,000		1.i
j.	4463 Letters of credit commitment fees			4463	438,000		1.j
2. Other noninterest expense (from Schedule RI, item 7.d)							
Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:							
TEXT							
a.	Data processing expenses			C017	0		2.a
b.	Advertising and marketing expenses			0497	631,000		2.b
c.	Directors' fees			4136	0		2.c
d.	Printing, stationery, and supplies			C018	0		2.d
e.	Postage			8403	0		2.e
f.	Legal fees and expenses			4141	0		2.f
g.	FDIC deposit insurance assessments			4146	0		2.g
h.	Accounting and auditing expenses			F556	0		2.h
i.	Consulting and advisory expenses			F557	3,563,000		2.i
j.	Automated teller machine (ATM) and interchange expenses			F558	0		2.j
k.	Telecommunications expenses			F559	0		2.k
l.	4464 Travel and entertainment expenses			4464	530,000		2.l
m.	4467 Operating losses			4467	423,000		2.m
n.	4468			4468	0		2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (Itemize and describe all extraordinary items and other adjustments):							
TEXT							
a.(1)	4469 Acquired Washington Mutual's banking operations			4469	1,906,000		3.a.1
	(2) Applicable income tax effect	4486	0				3.a.2
a.(1)	4487			4487	0		3.b.1
	(2) Applicable income tax effect	4488	0				3.b.2
a.(1)	4489			4489	0		3.c.1
	(2) Applicable income tax effect	4491	0				3.c.2

JPMorgan Chase Bank, National Association

Legal Title of Bank

Columbus

City

OH

43240

State

Zip Code

FDIC Certificate Number: 00628

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Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for December 31, 2008

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC—Balance Sheet

		Dollar Amounts in Thousands		RCFD	Tril Bil Mil Thou	
ASSETS						
1.	Cash and balances due from depository institutions (from Schedule RC-A):					
a.	Noninterest-bearing balances and currency and coin (1)			0081	26,214,000	1.a
b.	Interest-bearing balances (2)			0071	146,402,000	1.b
2.	Securities:					
a.	Held-to-maturity securities (from Schedule RC-B, column A)			1754	34,000	2.a
b.	Available-for-sale securities (from Schedule RC-B, column D)			1773	182,558,000	2.b
3.	Federal funds sold and securities purchased under agreements to resell:			RCON		
a.	Federal funds sold in domestic offices			B987	2,850,000	3.a
				RCFD		
b.	Securities purchased under agreements to resell (3)			B989	239,524,000	3.b
4.	Loans and lease financing receivables (from Schedule RC-C):					
a.	Loans and leases held for sale			5369	13,488,000	4.a
b.	Loans and leases, net of unearned income	B528	650,415,000			4.b
c.	LESS: Allowance for loan and lease losses	3123	17,153,000			4.c
d.	Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)			B529	633,262,000	4.d
5.	Trading assets (from Schedule RC-D)			3545	365,294,000	5
6.	Premises and fixed assets (including capitalized leases)			2145	7,822,000	6
7.	Other real estate owned (from Schedule RC-M)			2150	2,120,000	7
8.	Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M)			2130	2,440,000	8
9.	Not applicable					
10.	Intangible assets:					
a.	Goodwill			3163	27,371,000	10.a
b.	Other intangible assets (from Schedule RC-M)			0426	12,710,000	10.b
11.	Other assets (from Schedule RC-F)			2160	84,153,000	11
12.	Total assets (sum of items 1 through 11)			2170	1,746,242,000	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Legal Title of Bank

FDIC Certificate Number: 00628

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Schedule RC—Continued

Dollar Amounts in Thousands			Tril Bil Mil Thou	
LIABILITIES				
3. Deposits:				
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)			RCON	
	2200	695,497,000		13.a
(1) Noninterest-bearing (1)	6631	213,115,000		13.a.1
(2) Interest-bearing	6636	482,382,000		13.a.2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)			RCFN	
	2200	360,268,000		13.b
(1) Noninterest-bearing	6631	8,026,000		13.b.1
(2) Interest-bearing	6636	352,242,000		13.b.2
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices (2)			RCON	
	8993	13,485,000		14.a
b. Securities sold under agreements to repurchase (3)			RCFD	
	8995	167,551,000		14.b
15. Trading liabilities (from Schedule RC-D)			3548	142,407,000
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)			3190	142,275,000
17. and 18. Not applicable				
19. Subordinated notes and debentures (4)			3200	28,376,000
20. Other liabilities (from Schedule RC-G)			2930	66,587,000
21. Total liabilities (sum of items 13 through 20)			2948	1,616,446,000
22. Minority interest in consolidated subsidiaries			3000	1,029,000
EQUITY CAPITAL				
23. Perpetual preferred stock and related surplus			3838	0
24. Common stock			3230	1,785,000
25. Surplus (exclude all surplus related to preferred stock)			3839	77,254,000
26. a. Retained earnings			3632	52,309,000
b. Accumulated other comprehensive income (5)			8530	(2,581,000)
27. Other equity capital components (6)			A130	0
28. Total equity capital (sum of items 23 through 27)			3210	128,767,000
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)			3300	1,746,242,000

Memorandum

To be reported with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2007

RCFD	Number
6724	N/A

M.1

- | | |
|--|---|
| <p>1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank</p> <p>2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)</p> <p>3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm</p> | <p>4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)</p> <p>5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)</p> <p>6 = Review of the bank's financial statements by external auditors</p> <p>7 = Compilation of the bank's financial statements by external auditors</p> <p>8 = Other audit procedures (excluding tax preparation work)</p> <p>9 = No external audit work</p> |
|--|---|

- (1) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule RC-A—Cash and Balances Due From Depository Institutions

Exclude assets held for trading.

Dollar Amounts in Thousands	(Column A) Consolidated Bank			(Column B) Domestic Offices			
	RCFD	Bil Mil Thou		RCON	Bil Mil Thou		
1. Cash items in process of collection, unposted debits, and currency and coin	0022	18,594,000					1
a. Cash items in process of collection and unposted debits				0020	12,620,000		1.a
b. Currency and coin				0080	5,889,000		1.b
2. Balances due from depository institutions in the U.S.				0082	19,651,000		2
a. U.S. branches and agencies of foreign banks (including their IBFs)	0083	28,484,000					2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S. (including their IBFs)	0085	6,267,000					2.b
3. Balances due from banks in foreign countries and foreign central banks				0070	653,000		3
a. Foreign branches of other U.S. banks	0073	1,503,000					3.a
b. Other banks in foreign countries and foreign central banks	0074	69,797,000					3.b
4. Balances due from Federal Reserve Banks	0090	47,971,000		0090	47,971,000		4
5. Total (sum of items 1 through 4) (total of column A must equal Schedule RC, sum of items 1.a and 1.b)	0010	172,616,000		0010	86,784,000		5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	
1. U.S. Treasury securities	0211	0	0213	0	1286	537,000	1287	532,000	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. Government agencies (1)	1289	0	1290	0	1291	69,000	1293	82,000	2.a
b. Issued by U.S. Government-sponsored agencies (2)	1294	0	1295	0	1297	9,717,000	1298	9,664,000	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	931,000	8499	913,000	3

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Legal Title of Bank

FDIC Certificate Number: 00628

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Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair Value		Amortized Cost		Fair Value		
	RCFD	Bl Mil Thou	RCFD	Bl Mil Thou	RCFD	Bl Mil Thou	RCFD	Bl Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Pass-through securities:									
(1) Guaranteed by GNMA	1698	0	1699	0	1701	6,267,000	1702	6,409,000	4.a.1
(2) Issued by FNMA and FHLMC	1703	34,000	1705	35,000	1706	101,890,000	1707	103,981,000	4.a.2
(3) Other pass-through securities	1709	0	1710	0	1711	1,000	1713	1,000	4.a.3
b. Other mortgage-backed securities (include CMOs, REMICs and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714	0	1715	0	1716	1,360,000	1717	1,354,000	4.b.1
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718	0	1719	0	1731	5,681,000	1732	5,641,000	4.b.2
(3) All other mortgage-backed securities	1733	0	1734	0	1735	15,681,000	1736	12,908,000	4.b.3
5. Asset-backed securities (ABS)	C026	0	C988	0	C989	24,171,000	C027	21,436,000	5
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	8,728,000	1741	8,928,000	6.a
b. Foreign debt securities	1742	0	1743	0	1744	8,755,000	1746	8,921,000	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values (1)					A510	1,794,000	A511	1,788,000	7
8. Total (sum of items 1 through 7) (total of Column A must equal Schedule RC item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	34,000	1771	35,000	1772	185,582,000	1773	182,558,000	8

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and banker's bank stock in Schedule RC-F, item 4.

Schedule RC-B—Continued

Memoranda

Dollar Amounts in Thousands

	RCFD	Bl Mil Thou	
1. Pledged securities (1)	0416	31,459,000	M.1
2. Maturity and repricing data for debt securities (1, 2) (excluding those in nonaccrual status):			
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 4)			
(1) Three months or less	A549	4,232,000	M.2.a.1
(2) Over three months through 12 months	A550	2,128,000	M.2.a.2
(3) Over one year through three years	A551	11,511,000	M.2.a.3
(4) Over three years through five years	A552	11,593,000	M.2.a.4
(5) Over five years through 15 years	A553	17,931,000	M.2.a.5
(6) Over 15 years	A554	3,081,000	M.2.a.6
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of: (3, 5)			
(1) Three months or less	A555	244,000	M.2.b.1
(2) Over three months through 12 months	A556	35,000	M.2.b.2
(3) Over one year through three years	A557	326,000	M.2.b.3
(4) Over three years through five years	A558	325,000	M.2.b.4
(5) Over five years through 15 years	A559	17,888,000	M.2.b.5
(6) Over 15 years	A560	91,607,000	M.2.b.6
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of: (6)			
(1) Three years or less	A561	110,000	M.2.c.1
(2) Over three years	A562	19,793,000	M.2.c.2
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above)	A248	5,026,000	M.2.d
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a
b. Fair value	8783	0	M.4.b

- (1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 5, and 6, columns A and D, plus mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.b, sum of columns A and D.

Schedule RC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale								
	(Column A)				(Column B)				(Column C)				(Column D)				
	Amortized Cost				Fair Value				Amortized Cost				Fair Value				
	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	RCFD	Bil	Mil	Thou	
5. Asset-backed securities (ABS) (for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5):																	
a. Credit card receivables	B838			0	B839			0	B840		11,446,000		B841		9,468,000		M.5.a
b. Home equity lines	B842			0	B843			0	B844		0		B845		0		M.5.b
c. Automobile loans	B846			0	B847			0	B848		0		B849		0		M.5.c
d. Other consumer loans	B850			0	B851			0	B852		730,000		B853		626,000		M.5.d
e. Commercial and industrial loans	B854			0	B855			0	B856		11,847,000		B857		11,195,000		M.5.e
f. Other	B858			0	B859			0	B860		148,000		B861		147,000		M.5.f

Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

	(Column A) Consolidated Bank			(Column B) Domestic Offices		
	RCFD	Bill Mil Thou		RCON	Bill Mil Thou	
Dollar Amounts in Thousands						
1. Loans secured by real estate	1410	367,448,000				1
a. Construction, land development, and other land loans:						
(1) 1-4 family residential construction loans			F158	2,653,000		1.a.1
(2) Other construction loans and all land development and other land loans			F159	7,746,000		1.a.2
b. Secured by farmland (including farm residential and other improvements)			1420	161,000		1.b
c. Secured by 1-4 family residential properties:						
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			1797	111,502,000		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens			5367	167,970,000		1.c.2.a
(b) Secured by junior liens			5368	19,814,000		1.c.2.b
d. Secured by multifamily (5 or more) residential properties			1460	32,281,000		1.d
e. Secured by nonfarm nonresidential properties:						1.e
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	11,097,000		1.e.1
(2) Loans secured by other nonfarm nonresidential properties			F161	12,968,000		1.e.2
2. Loans to depository institutions and acceptances of other banks:						
a. To commercial banks in the U.S.			B531	165,000		2.a
(1) To U.S. branches and agencies of foreign banks	B532	0				2.a.1
(2) To other commercial banks in the U.S.	B533	238,000				2.a.2
b. To other depository institutions in the U.S.	B534	9,000	B534	9,000		2.b
c. To banks in foreign countries			B535	1,752,000		2.c
(1) To foreign branches of other U.S. banks	B536	108,000				2.c.1
(2) To other banks in foreign countries	B537	11,644,000				2.c.2
3. Loans to finance agricultural production and other loans to farmers	1590	459,000	1590	433,000		3
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile)	1763	96,394,000	1763	94,453,000		4.a
b. To non-U.S. addressees (domicile)	1764	44,374,000	1764	3,724,000		4.b
5. Not applicable.						
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
a. Credit cards	B538	27,143,000	B538	25,111,000		6.a
b. Other revolving credit plans	B539	1,363,000	B539	1,363,000		6.b
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	55,026,000	2011	54,910,000		6.c
7. Loans to foreign government and official institutions (including foreign central banks)	2081	329,000	2081	198,000		7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.	2107	4,002,000	2107	4,002,000		8
9. Other loans	1563	53,196,000				9
a. Loans for purchasing or carrying securities (secured and unsecured)			1545	5,667,000		9.a
b. All other loans (exclude consumer loans)			1564	31,278,000		9.b

Schedule RC-C—Continued

Part I. Continued

Dollar Amounts in Thousands	(Column A) Consolidated Bank			(Column B) Domestic Offices			
	RCFD	Bil Mil Thou		RCON	Bil Mil Thou		
10. Lease financing receivables (net of unearned income)				2165	2,036,000		10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	80,000					10.a
b. All other leases	F163	2,090,000					10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0		2123	0		11
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule RC, sum of items 4.a and 4.b)	2122	663,903,000		2122	591,293,000		12

Memoranda

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):			
a. Loans secured by 1-4 family residential properties in domestic offices	F576	4,354,000	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	RCFD		
	1616	5,000	M.1.b
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			
a. Closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: (1, 2)	RCON		
(1) Three months or less	A564	45,150,000	M.2.a.1
(2) Over three months through 12 months	A565	13,842,000	M.2.a.2
(3) Over one year through three years	A566	14,001,000	M.2.a.3
(4) Over three years through five years	A567	31,761,000	M.2.a.4
(5) Over five years through 15 years	A568	19,286,000	M.2.a.5
(6) Over 15 years	A569	36,180,000	M.2.a.6
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B) with a remaining maturity or next repricing date of: (1, 3)	RCFD		
(1) Three months or less	A570	318,930,000	M.2.b.1
(2) Over three months through 12 months	A571	45,281,000	M.2.b.2
(3) Over one year through three years	A572	32,826,000	M.2.b.3
(4) Over three years through five years	A573	42,563,000	M.2.b.4
(5) Over five years through 15 years	A574	38,332,000	M.2.b.5
(6) Over 15 years	A575	13,708,000	M.2.b.6
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column A) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status)	A247	97,359,000	M.2.c
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column A (4)	2746	11,639,000	M.3

- (1) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
- (2) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (3) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties in domestic offices included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, Part I, sum of items 1 through 10, column A, minus total closed-end loans secured by first liens on 1-4 family residential properties in domestic offices from Schedule RC-C, part I, item 1.c.(2)(a), column B.
- (4) Exclude loans secured by real estate that are included in Schedule RC-C, part I, item 1, column A.

Schedule RC-C—Continued

Part I. Continued

Memoranda—Continued

		Dollar Amounts in Thousands		
		RCON	Bl Mil Thou	
4.	Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties in domestic offices (included in Schedule RC-C, part I, item 1.c.(2)(a), column B)	5370	122,839,000	M.4
5.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, item 1, column A)	RCFD B837	1,774,000	M.5
<i>Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>				
6.	Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a., column A	C391	1,113,000	M.6
<i>Memorandum item 7 is to be completed by all banks.</i>				
7.	Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a.	Outstanding balance	C779	117,227,000	M.7.a
b.	Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	89,037,000	M.7.b
8.	Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:			
a.	Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and (b))	RCON F230	39,021,000	M.8.a
<i>Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule RC-C, part I, item 12, column B).</i>				
b.	Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231	9,756,000	M.8.b
c.	Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above	F232	2,204,000	M.8.c
9.	Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	8,599,000	M.9

Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.

		Dollar Amounts in Thousands				
		(Column A) Consolidated Bank		(Column B) Domestic Offices		
		RCFD	Bl Mil Thou	RCON	Bl Mil Thou	
10.	Loans measured at fair value (Included in Schedule RC-C, part I, items 1 through 9):					
a.	Loans secured by real estate	F608	0			M.10.a
(1)	Construction, land development, and other land loans			F578	0	M.10.a.1
(2)	Secured by farmland (including farm residential and other improvements)			F579	0	M.10.a.2
(3)	Secured by 1-4 family residential properties:					
(a)	Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F580	0	M.10.a.3.a
(b)	Closed-end loans secured by 1-4 family residential properties:					
(1)	Secured by first liens			F581	0	M.10.a.3.b.1
(2)	Secured by junior liens			F582	0	M.10.a.3.b.2

Schedule RC-C—Continued

Part I. Continued

	(Column A) Consolidated Bank				(Column B) Domestic Offices				
	RCFD	Bl	Mil	Thou	RCON	Bl	Mil	Thou	
Dollar Amounts in Thousands									
10. a. (4) Secured by multifamily (5 or more) residential properties					F583			0	M.10.a.4
(5) Secured by nonfarm nonresidential properties					F584			0	M.10.a.5
b. Commercial and industrial loans	F585		4,636,000		F585		1,021,000		M.10.b
10. c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F586		0		F586		0		M.10.c.1
(2) Other revolving credit plans	F587		0		F587		0		M.10.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588		0		F588		0		M.10.c.3
d. Other loans	F589		1,402,000		F589		0		M.10.d
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):									
a. Loans secured by real estate	F609		0						M.11.a
(1) Construction, land development, and other land loans					F590		0		M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)					F591		0		M.11.a.2
(3) Secured by 1-4 family residential properties:									
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					F592		0		M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:									
(1) Secured by first liens					F593		0		M.11.a.3.b.1
(2) Secured by junior liens					F594		0		M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties					F595		0		M.11.a.4
(5) Secured by nonfarm nonresidential properties					F596		0		M.11.a.5
b. Commercial and industrial loans	F597		5,647,000		F597		1,876,000		M.11.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards	F598		0		F598		0		M.11.c.1
(2) Other revolving credit plans	F599		0		F599		0		M.11.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600		0		F600		0		M.11.c.3
d. Other loans	F601		1,633,000		F601		0		M.11.d

Schedule RC-D—Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands	(Column A) Consolidated Bank			(Column B) Domestic Offices			
	RCFD	Bil Mil Thou	RCON	Bil Mil Thou			
ASSETS							
1. U.S. Treasury securities	3531	6,419,000	3531	4,947,000			1
2. U.S. Government agency obligations (exclude mortgage-backed securities)	3532	2,438,000	3532	2,356,000			2
3. Securities issued by states and political subdivisions in the U.S.	3533	2,062,000	3533	1,722,000			3
4. Mortgage-backed securities (MBS):							
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534	9,488,000	3534	9,488,000			4.a
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535	1,102,000	3535	1,102,000			4.b
c. All other mortgage-backed securities	3536	1,074,000	3536	393,000			4.c
5. Other debt securities	3537	98,149,000	3537	7,569,000			5
6. Loans:							
a. Loans secured by real estate	F610	18,982,000					6.a
(1) Construction, land development, and other land loans			F604	68,000			6.a.1
(2) Secured by farmland (including farm residential and other improvements)			F605	0			6.a.2
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F606	0			6.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:							
(1) Secured by first liens			F607	10,793,000			6.a.3.b.1
(2) Secured by junior liens			F611	0			6.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties			F612	62,000			6.a.4
(5) Secured by nonfarm nonresidential properties			F613	3,125,000			6.a.5
b. Commercial and industrial loans	F614	6,631,000	F614	2,197,000			6.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards	F615	0	F615	0			6.c.1
(2) Other revolving credit plans	F616	0	F616	0			6.c.2
(3) Other consumer loans (Includes single payment, installment, and all student loans)	F617	346,000	F617	346,000			6.c.3
d. Other loans	F618	2,776,000	F618	111,000			6.d
7. - 8. Not applicable							
9. Other trading assets	3541	74,321,000	3541	2,258,000			9
10. Not applicable							
11. Derivatives with a positive fair value	3543	141,506,000	3543	52,838,000			11
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule RC, item 5)	3545	365,294,000	3545	99,375,000			12
LIABILITIES							
	RCFD	Bil Mil Thou	RCON	Bil Mil Thou			
13. a. Liability for short positions	3546	30,873,000	3546	3,582,000			13.a
b. Other trading liabilities	F624	39,000	F624	39,000			13.b
14. Derivatives with a negative fair value	3547	111,495,000	3547	39,680,000			14
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule RC, item 15)	3548	142,407,000	3548	43,301,000			15

Schedule RC-D - Continued

Memoranda

	(Column A) Consolidated Bank		(Column B) Domestic Offices		
	RCFD	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands					
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a through 6.d):					
a. Loans secured by real estate	F790	20,209,000			M.1.a
(1) Construction, land development, and other land loans			F625	112,000	M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)			F626	0	M.1.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F627	0	M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens			F628	11,074,000	M.1.a.3.b.1
(2) Secured by junior liens			F629	0	M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties			F630	87,000	M.1.a.4
(5) Secured by nonfarm nonresidential properties			F631	4,278,000	M.1.a.5
b. Commercial and industrial loans	F632	11,889,000	F632	3,932,000	M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F633	0	F633	0	M.1.c.1
(2) Other revolving credit plans	F634	0	F634	0	M.1.c.2
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635	391,000	F635	391,000	M.1.c.3
d. Other loans	F636	4,000,000	F636	323,000	M.1.d
2. Not applicable					
3. Loans measured at fair value that are past due 90 days or more: (1)					
a. Fair value	F639	0	F639	0	M.3.a
b. Unpaid principal balance	F640	0	F640	0	M.3.b

Memorandum items 4 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.

	Dollar Amounts in Thousands		
	RCFD	Bil Mil Thou	
4. Asset-backed securities:			
a. Residential mortgage-backed securities	F641	11,350,000	M.4.a
b. Commercial mortgage-backed securities	F642	314,000	M.4.b
c. Credit card receivables	F643	457,000	M.4.c
d. Home equity lines	F644	0	M.4.d
e. Automobile loans	F645	63,000	M.4.e
f. Other consumer loans	F646	534,000	M.4.f
g. Commercial and industrial loans	F647	1,584,000	M.4.g
h. Other	F648	239,000	M.4.h
5. Collateralized debt obligations:			
a. Synthetic	F649	910,000	M.5.a
b. Other	F650	2,835,000	M.5.b
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651	17,000	M.6

Schedule RC-D - Continued

Memoranda - Continued

		Dollar Amounts in Thousands		RCFD	Bil	Mill	Thou	
7. Equity securities:								
a. Readily determinable fair values				F652	66,795,000			M.7.a
b. Other				F653	525,000			M.7.b
8. Loans pending securitization								
				F654	15,006,000			M.8
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):								
TEXT								
a.	F655			F655	0			M.9.a
b.	F656			F656	0			M.9.b
c.	F657			F657	0			M.9.c
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):								
TEXT								
a.	F658			F658	0			M.10.a
b.	F659			F659	0			M.10.b
c.	F660			F660	0			M.10.c

Schedule RC-E—Deposit Liabilities

Part I. Deposits in Domestic Offices

Dollar Amounts in Thousands	Transaction Accounts						Nontransaction Accounts						
	(Column A) Total transaction accounts (including total demand deposits)			(Column B) Memo: Total demand deposits (included in column A)			(Column C) Total nontransaction accounts (including MMDAs)						
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Deposits of:													
1. Individuals, partnerships and corporations (include all certified and official checks)	B549		68,737,000						B550		579,313,000		1
2. U.S. Government	2202		377,000						2520		58,000		2
3. States and political subdivisions in the U.S.	2203		2,139,000						2530		18,681,000		3
4. Commercial banks and other depository institutions in the U.S.	B551		2,786,000						B552		4,521,000		4
5. Banks in foreign countries	2213		958,000						2236		12,329,000		5
6. Foreign governments and official institutions (including foreign central banks)	2216		1,597,000						2377		4,001,000		6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215		76,594,000	2210		62,960,000			2385		618,903,000		7

Memoranda

Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):					
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835		12,282,000		M.1.a
b. Total brokered deposits	2365		14,072,000		M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above): (1)					
(1) Brokered deposits issued in denominations of less than \$100,000	2343		14,072,000		M.1.c.1
(2) Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts	2344		0		M.1.c.2
d. Maturity data for brokered deposits:					
(1) Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243		9,862,000		M.1.d.1
(2) Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less (included in Memorandum item 1.b above)	A244		0		M.1.d.2
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only)	5590		19,865,000		M.1.e
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.c must equal item 7, column C above):					
a. Savings deposits:					
(1) Money market deposit accounts (MMDAs)	6810		401,824,000		M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352		27,175,000		M.2.a.2
b. Total time deposits of less than \$100,000	6648		69,402,000		M.2.b
c. Total time deposits of \$100,000 or more	2604		120,502,000		M.2.c
(1) Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above	F233		2,369,000		M.2.c.1

(1) Report brokered retirement deposit accounts eligible for \$250,000 in deposit insurance coverage in Memorandum item 1.c.(1) only if they have been issued in denominations of less than \$100,000 (see instructions). Report brokered retirement deposit accounts in Memorandum item 1.c.(2) if they have been issued either in denominations of exactly \$100,000 through exactly \$250,000 or in denominations greater than \$250,000 and participated out by the broker in shares of exactly \$100,000 through exactly \$250,000.

Schedule RC-E—Continued

Part I. Continued

Memoranda—Continued

Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:						
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of: (1, 2)						
(1) Three months or less		A579	16,835,000			M.3.a.1
(2) Over three months through 12 months		A580	40,143,000			M.3.a.2
(3) Over one year through three years		A581	7,315,000			M.3.a.3
(4) Over three years		A582	5,309,000			M.3.a.4
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above) (3)						
		A241	56,778,000			M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:						
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of: (1, 4)						
(1) Three months or less		A584	90,453,000			M.4.a.1
(2) Over three months through 12 months		A585	24,999,000			M.4.a.2
(3) Over one year through three years		A586	2,372,000			M.4.a.3
(4) Over three years		A587	2,678,000			M.4.a.4
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above) (3)						
		A242	115,452,000			M.4.b

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, Memorandum item 2.c.

Part II. Deposits in Foreign Offices (including Edge and Agreement subsidiaries and IBFs)

Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou	
Deposits of:						
1. Individuals, partnerships, and corporations (include all certified and official checks)						
		B553	225,018,000			1
2. U.S. banks (including IBFs and foreign branches of U.S. banks) and other U.S. depository institutions						
		B554	32,755,000			2
3. Foreign banks (including U.S. branches and agencies of foreign banks, including their IBFs)						
		2625	58,988,000			3
4. Foreign governments and official institutions (including foreign central banks)						
		2650	43,493,000			4
5. U.S. Government and states and political subdivisions in the U.S.						
		B555	14,000			5
6. Total (sum of items 1 through 5) (must equal Schedule RC, item 13.b)						
		2200	360,288,000			6

Memorandum

Dollar Amounts in Thousands		RCFN	Bil	Mil	Thou	
1. Time deposits with a remaining maturity of one year or less (included in Part II, item 6 above)						
		A245	78,322,000			M.1

Schedule RC-F—Other Assets

		Dollar Amounts in Thousands		RCFD	Bil	Mil	Thou	
1.	Accrued interest receivable (1)			B556		6,672,000		1
2.	Net deferred tax assets (2)			2148		5,951,000		2
3.	Interest-only strips receivable (not in the form of a security) (3) on:							
	a. Mortgage loans			A519		0		3.a
	b. Other financial assets			A520		238,000		3.b
4.	Equity securities that DO NOT have readily determinable fair values (4)			1752		7,733,000		4
5.	Life insurance assets			C009		11,936,000		5
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168		51,623,000		6
	TEXT							
	a. Prepaid Expenses	2166	0					6.a
	b. Repossessed personal property (including vehicles)	1578	0					6.b
	c. Derivatives with a positive fair value held for purposes other than trading	C010	0					6.c
	d. Retained interests in accrued interest receivable related to securitized credit cards	C436	0					6.d
e.	3549	3549	0					6.e
f.	3550	3550	0					6.f
g.	3551	3551	0					6.g
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160		84,153,000		7

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil	Mil	Thou	
1.	a. Interest accrued and unpaid on deposits in domestic offices (5)			3645		875,000		1.a
	b. Other expenses accrued and unpaid (includes accrued income taxes payable)			RCFD				
				3646		14,373,000		1.b
2.	Net deferred tax liabilities (2)			3049		0		2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557		633,000		3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938		50,706,000		4
	TEXT							
	a. Accounts Payable	3066	20,651,000					4.a
	b. Deferred compensation liabilities	C011	0					4.b
	c. Dividends declared but not yet payable	2932	0					4.c
	d. Derivatives with a negative fair value held for purposes other than trading	C012	0					4.d
e.	3552	3552	0					4.e
f.	3553	3553	0					4.f
g.	3554	3554	0					4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930		66,587,000		5

- (1) Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.
- (2) See discussion of deferred income taxes in Glossary entry on "income taxes."
- (3) Report interest-only strips receivable in the form of a security as available-for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
- (4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.
- (5) For savings banks, include "dividends" accrued and unpaid on deposits.

Schedule RC-H—Selected Balance Sheet Items for Domestic Offices

	Domestic Offices			
	RCON	Bl Mil Thou		
Dollar Amounts in Thousands				
1. and 2. Not applicable				
3. Securities purchased under agreements to resell	B989	109,697,000		3
4. Securities sold under agreements to repurchase	B995	37,609,000		4
5. Other borrowed money	3190	99,621,000		5
EITHER				
6. Net due from own foreign offices, Edge and Agreement subsidiaries, and IBFs	2163	0		6
OR				
7. Net due to own foreign offices, Edge and Agreement subsidiaries, and IBFs	2941	113,909,000		7
8. Total assets (excludes net due from foreign offices, Edge and Agreement subsidiaries, and IBFs)	2192	1,150,842,000		8
9. Total liabilities (excludes net due to foreign offices, Edge and Agreement subsidiaries, and IBFs)	3129	907,564,000		9

In items 10-17, report the amortized (historical) cost of both held-to-maturity and available-for-sale securities in domestic offices.

	RCON	Bl Mil Thou	
10. U.S. Treasury securities	1039	387,000	10
11. U.S. Government agency obligations (exclude mortgage-backed securities)	1041	9,786,000	11
12. Securities issued by states and political subdivisions in the U.S.	1042	931,000	12
13. Mortgage-backed securities (MBS):			
a. Pass-through securities:			
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1043	108,189,000	13.a.1
(2) Other pass-through securities	1044	1,000	13.a.2
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):			
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1209	1,360,000	13.b.1
(2) All other mortgage-backed securities	1280	19,130,000	13.b.2
14. Other domestic debt securities (include domestic asset-backed securities)	1281	26,921,000	14
15. Foreign debt securities (include foreign asset-backed securities)	1282	0	15
16. Investments in mutual funds and other equity securities with readily determinable fair values	A510	1,774,000	16
17. Total amortized (historical) cost of both held-to-maturity and available-for-sale securities (sum of items 10 through 16)	1374	168,479,000	17
18. Equity securities that do not have readily determinable fair values	1752	7,732,000	18

Schedule RC-I—Assets and Liabilities of IBFs

To be completed only by banks with IBFs and other "foreign" offices.

	Dollar Amounts in Thousands			
	RCFN	Bl Mil Thou		
1. Total IBF assets of the consolidated bank (component of Schedule RC, item 12)	2133	57,206,000		1
2. Total IBF liabilities (component of Schedule RC, item 21)	2898	26,665,000		2

Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		
		RCFD	Trll BN MH Thou	
ASSETS				
1.	Interest-bearing balances due from depository institutions	3381	113,531,000	1
2.	U.S. Treasury securities and U.S. Government agency obligations (2) (excluding mortgage-backed securities)	B558	6,577,000	2
3.	Mortgage-backed securities (2)	B559	114,527,000	3
4.	All other securities (2, 3) (includes securities issued by states and political subdivisions in the U.S.)	B560	35,661,000	4
5.	Federal funds sold and securities purchased under agreements to resell	3365	265,507,000	5
6.	Loans:			
a.	Loans in domestic offices:	RCON		
(1)	Total loans	3360	595,791,000	6.a.1
(2)	Loans secured by real estate:			
(a)	Loans secured by 1-4 family residential properties	3465	301,344,000	6.a.2.a
(b)	All other loans secured by real estate	3466	66,999,000	6.a.2.b
(3)	Loans to finance agricultural production and other loans to farmers	3386	415,000	6.a.3
(4)	Commercial and industrial loans	3387	101,767,000	6.a.4
(5)	Loans to individuals for household, family, and other personal expenditures:			
(a)	Credit cards	B561	21,029,000	6.a.5.a
(b)	Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	53,896,000	6.a.5.b
b.	Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN		
		3360	78,094,000	6.b
7.	Trading assets	RCFD		
		3401	380,677,000	7
8.	Lease financing receivables (net of unearned income)	3484	2,222,000	8
9.	Total assets (4)	3368	1,743,632,000	9
LIABILITIES				
10.	Interest-bearing transaction accounts in domestic offices (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits)	RCON		
		3485	14,094,000	10
11.	Nontransaction accounts in domestic offices:			
a.	Savings deposits (Includes MMDAs)	B563	415,930,000	11.a
b.	Time deposits of \$100,000 or more	A514	129,715,000	11.b
c.	Time deposits of less than \$100,000	A529	72,156,000	11.c
12.	Interest-bearing deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	RCFN		
		3404	339,128,000	12
13.	Federal funds purchased and securities sold under agreements to repurchase	RCFD		
		3353	202,954,000	13
14.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	3355	143,485,000	14

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

Schedule RC-L—Derivatives and Off-Balance Sheet Items

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

Dollar Amounts in Thousands				RCFD	Bl Mil Thou		
1. Unused commitments:							
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines				3814	97,585,000	1.a	
b. Credit card lines				3815	25,742,000	1.b	
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate:							
(a) 1-4 family residential construction loan commitments				F164	1,426,000	1.c.1.a	
(b) Commercial real estate, other construction loan, and land development loan commitments				F165	3,309,000	1.c.1.b	
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				6550	4,576,000	1.c.2	
d. Securities underwriting				3817	0	1.d	
e. Other unused commitments				3818	250,474,000	1.e	
2. Financial standby letters of credit and foreign office guarantees				3819	113,831,000	2	
a. Amount of financial standby letters of credit conveyed to others				3820	21,806,000	2.a	
3. Performance standby letters of credit and foreign office guarantees				3821	11,951,000	3.	
a. Amount of performance standby letters of credit conveyed to others				3822	5,442,000	3.a	
4. Commercial and similar letters of credit				3411	5,436,000	4	
5. Not applicable							
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)				3433	202,390,000	6	
7. Credit derivatives:							
a. Notional amounts:							
(1) Credit default swaps				C968	4,199,104,000	C969 4,166,755,000	7.a.1
(2) Total return swaps				C970	1,197,000	C971 16,742,000	7.a.2
(3) Credit options				C972	2,053,000	C973 953,000	7.a.3
(4) Other credit derivatives				C974	476,000	C975 4,349,000	7.a.4
b. Gross fair values:							
(1) Gross positive fair value				C219	30,252,000	C221 508,620,000	7.b.1
(2) Gross negative fair value				C220	491,345,000	C222 27,572,000	7.b.2
8. Spot foreign exchange contracts				8765	388,874,000	8	
9. All other off-balance sheet liabilities (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC, item 28, "Total equity capital")				3430	85,360,000	9	
TEXT							
a. <u>Securities borrowed</u>				3432	85,360,000	9.a	
b. <u>Commitments to purchase when-issued securities</u>				3434	0	9.b	
c. <u>Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf</u>				C978	0	9.c	
d.	3555			3555	0	9.d	
e.	3556			3556	0	9.e	
f.	3557			3557	0	9.f	
10. All other off-balance sheet assets (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule RC item 28., "Total equity capital")				5591	0	10	
TEXT							
a. <u>Commitments to sell when-issued securities</u>				3435	0	10.a	
b.	5592			5592	0	10.b	
c.	5593			5593	0	10.c	
d.	5594			5594	0	10.d	
e.	5595			5595	0	10.e	

Schedule RC-L—Continued

		Dollar Amounts in Thousands				RCFD	Tril Bil Mil Thou				
11. Year-to-date merchant credit card sales volume:											
a. Sales for which the reporting bank is the acquiring bank						C223	602,079,000				11.a
b. Sales for which the reporting bank is the agent bank with risk						C224	0				11.b
Dollar Amounts in Thousands		(Column A) Interest Rate Contracts		(Column B) Foreign Exchange Contracts		(Column C) Equity Derivative Contracts		(Column D) Commodity and Other Contracts			
Derivatives Position Indicators		Tril Bil Mil Thou		Tril Bil Mil Thou		Tril Bil Mil Thou		Tril Bil Mil Thou			
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):		RCFD 8693		RCFD 8694		RCFD 8695		RCFD 8696			
a. Futures contracts		886,131,000		15,530,000		31,085,000		67,053,000		12.a	
		RCFD 8697		RCFD 8698		RCFD 8699		RCFD 8700			
b. Forward contracts		5,234,159,000		3,251,019,000		17,874,000		43,804,000		12.b	
c. Exchange-traded option contracts:		RCFD 8701		RCFD 8702		RCFD 8703		RCFD 8704			
(1) Written options		564,355,000		778,000		266,942,000		63,442,000		12.c.1	
		RCFD 8705		RCFD 8706		RCFD 8707		RCFD 8708			
(2) Purchased options		418,110,000		773,000		273,838,000		58,615,000		12.c.2	
d. Over-the-counter option contracts:		RCFD 8709		RCFD 8710		RCFD 8711		RCFD 8712			
(1) Written options		4,226,832,000		970,890,000		434,097,000		156,238,000		12.d.1	
		RCFD 8713		RCFD 8714		RCFD 8715		RCFD 8716			
(2) Purchased options		4,107,210,000		958,551,000		340,088,000		148,782,000		12.d.2	
		RCFD 3450		RCFD 3826		RCFD 8719		RCFD 8720			
e. Swaps		54,460,885,000		1,619,257,000		77,479,000		277,226,000		12.e	
13. Total gross notional amount of derivative contracts held for trading		RCFD A126		RCFD A127		RCFD 8723		RCFD 8724			
		69,850,434,000		6,816,798,000		1,441,403,000		815,160,000		13	
14. Total gross notional amount of derivative contracts held for purposes other than trading		RCFD 8725		RCFD 8726		RCFD 8727		RCFD 8728			
		47,248,000		0		0		0		14	
a. Interest rate swaps where the bank has agreed to pay a fixed rate		RCFD A589		RCFD A589		RCFD A589		RCFD A589			
		8,573,000		8,573,000		8,573,000		8,573,000		14.a	
15. Gross fair values of derivative contracts:		RCFD 8733		RCFD 8734		RCFD 8735		RCFD 8736			
a. Contracts held for trading:		RCFD 8733		RCFD 8734		RCFD 8735		RCFD 8736			
(1) Gross positive fair value		1,768,620,000		274,299,000		72,800,000		55,617,000		15.a.1	
		RCFD 8737		RCFD 8738		RCFD 8739		RCFD 8740			
(2) Gross negative fair value		1,731,570,000		280,306,000		66,716,000		53,843,000		15.a.2	
b. Contracts held for purposes other than trading:		RCFD 8741		RCFD 8742		RCFD 8743		RCFD 8744			
(1) Gross positive fair value		3,813,000		0		0		0		15.b.1	
		RCFD 8745		RCFD 8746		RCFD 8747		RCFD 8748			
(2) Gross negative fair value		355,000		0		0		0		15.b.2	

Schedule RC-M—Memoranda

		Dollar Amounts in Thousands		RCFD	BH	Mill	Thou	
1.	Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:							
a.	Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests	6164				1,476,000		1.a
b.	Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations	6165	Number			7		1.b
2.	Intangible assets other than goodwill:							
a.	Mortgage servicing assets	3164				9,236,000		2.a
(1)	Estimated fair value of mortgage servicing assets	A590				9,236,000		2.a.1
b.	Purchased credit card relationships and nonmortgage servicing assets	B026				140,000		2.b
c.	All other identifiable intangible assets	5507				3,334,000		2.c
d.	Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)	0426				12,710,000		2.d
3.	Other real estate owned:							
a.	Direct and indirect investments in real estate ventures	5372				0		3.a
b.	All other real estate owned:	RCON						
(1)	Construction, land development, and other land in domestic offices	5508				6,000		3.b.1
(2)	Farmland in domestic offices	5509				0		3.b.2
(3)	1-4 family residential properties in domestic offices	5510				1,615,000		3.b.3
(4)	Multifamily (5 or more) residential properties in domestic offices	5511				18,000		3.b.4
(5)	Nonfarm nonresidential properties in domestic offices	5512				78,000		3.b.5
(6)	Foreclosed properties from "GNMA loans"	C979				403,000		3.b.6
(7)	In foreign offices	RCFN						
		5513				0		3.b.7
c.	Total (sum of items 3.a and 3.b) (must equal Schedule RC, item 7)	RCFD						
		2150				2,120,000		3.c
4.	Investments in unconsolidated subsidiaries and associated companies:							
a.	Direct and indirect investments in real estate ventures	5374				0		4.a
b.	All other investments in unconsolidated subsidiaries and associated companies	5375				2,440,000		4.b
c.	Total (sum of items 4.a and 4.b) (must equal Schedule RC, item 8)	2130				2,440,000		4.c
5.	Other borrowed money:							
a.	Federal Home Loan Bank advances:							
(1)	Advances with a remaining maturity or next repricing date of: (1)							
(a)	One year or less	F055				49,343,000		5.a.1.a
(b)	Over one year through three years	F056				20,590,000		5.a.1.b
(c)	Over three years through five years	F057				39,000		5.a.1.c
(d)	Over five years	F058				215,000		5.a.1.d
(2)	Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above) (2)	2651				47,406,000		5.a.2
(3)	Structured advances (Included in items 5.a.(1)(a) - (d) above)	F059				28,000		5.a.3
b.	Other borrowings:							
(1)	Other borrowings with a remaining maturity or next repricing date of: (3)							
(a)	One year or less	F060				68,290,000		5.b.1.a
(b)	Over one year through three years	F061				564,000		5.b.1.b
(c)	Over three years through five years	F062				1,002,000		5.b.1.c
(d)	Over five years	F063				2,232,000		5.b.1.d
(2)	Other borrowings with a REMAINING MATURITY of one year or less (included in item 5.b.(1)(a) above) (4)	B571				28,203,000		5.b.2
c.	Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)	3190				142,275,000		5.c

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
- (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
- (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

Schedule RC-M—Continued

	Dollar Amounts in Thousands	RCFD	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities? _____		B569	YES	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities _____		RCFD B570	Bl Mil Thou 158,151,000	7
8. Primary Internet Web site address of the bank (home page), if any (example: www.examplebank.com) (TEXT 4087) <u>http://www.jpmorganchase.com</u>				8
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site? _____		RCFD 4088	YES / NO YES	9
10. Secured liabilities:				
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule RC, Item 14.a) _____		RCON F064	Bl Mil Thou 0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d)) _____		RCFD F065	 13,939,000	10.b

Schedule RC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	RCON	Bl Mil Thou	
	1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:									
(1) 1-4 family residential construction loans	F172	54,000	F174	74,000	F176	243,000			1.a.1
(2) Other construction loans and all land development and other land loans	F173	176,000	F175	0	F177	58,000			1.a.2
b. Secured by farmland in domestic offices	3493	3,000	3494	22,000	3495	2,000			1.b
c. Secured by 1-4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398	2,367,000	5399	1,287,000	5400	861,000			1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens	C236	7,422,000	C237	9,210,000	C229	7,750,000			1.c.2.a
(b) Secured by junior liens	C238	630,000	C239	139,000	C230	353,000			1.c.2.b
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	349,000	3500	28,000	3501	344,000			1.d
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	175,000	F180	11,000	F182	203,000			1.e.1
(2) Loans secured by other nonfarm nonresidential properties	F179	12,000	F181	0	F183	11,000			1.e.2
	RCPN		RCPN		RCPN				
f. In foreign offices	B572	0	B573	0	B574	0			1.f
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions:									
	RCPD		RCPD		RCPD				
	5377	3,000	5378	0	5379	0			2.a
b. To foreign banks	5380	58,000	5381	0	5382	35,000			2.b
3. Loans to finance agricultural production and other loans to farmers									
	1594	9,000	1597	12,000	1583	20,000			3
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	1251	852,000	1252	171,000	1253	1,363,000			4.a
b. To non-U.S. addressees (domicile)	1254	286,000	1255	0	1256	25,000			4.b
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B575	643,000	B576	599,000	B577	0			5.a
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	1,424,000	B579	481,000	B580	170,000			5.b
6. Loans to foreign governments and official institutions									
	5389	0	5390	0	5391	0			6
7. All other loans									
	5459	295,000	5460	7,000	5461	601,000			7

Schedule RC-N—Continued

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	3,000	F167	0	F168	1,000	8.a
b. All other leases	F169	8,000	F170	0	F171	3,000	8.b
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	1,079,000	9
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	S612	987,000	S613	457,000	S614	2,981,000	10
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans")	S615	735,000	S616	416,000	S617	18,000	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	C866	226,000	C867	0	C868	2,963,000	10.b

Memoranda Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):							
a. Loans secured by 1-4 family residential properties in domestic offices	F661	953,000	F662	1,819,000	F663	760,000	M.1.a
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures)	RCFD 1658	0	RCFD 1659	0	RCFD 1661	0	M.1.b
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) Included in Schedule RC-N, items 4 and 7, above	6558	0	6559	0	6560	33,000	M.2
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248	0	1249	0	1250	0	M.3
4. Not applicable							

Schedule RC-N—Continued

Memoranda-Continued	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual			
	Dollar Amounts in Thousands							
	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou	RCFD	Bil Mil Thou		
5. Loans and leases held for sale and loans measured at fair value (Included in Schedule RC-N, items 1 through 8 above):								
a. Loans and leases held for sale	C240	1,000	C241	0	C226	32,000	M.5.a	
b. Loans measured at fair value:								
(1) Fair value	F664	0	F665	0	F666	20,000	M.5.b.1	
(2) Unpaid principal balance	F667	0	F668	0	F669	42,000	M.5.b.2	

6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	Dollar Amounts in Thousands				
RCFD	Bil Mil Thou	RCFD	Bil Mil Thou		
3529	0	3530	0	M.6	

7. Additions to nonaccrual assets during the quarter	RCFD	Bil Mil Thou	
	C410	6,701,000	M.7
8. Nonaccrual assets sold during the quarter	RCFD	Bil Mil Thou	
	C411	45,000	M.8

Schedule RC-O—Other Data for Deposit Insurance and FICO Assessments

All banks must complete items 1 through 3, Memorandum item 1, and, if applicable, Memorandum items 2 and 3 each quarter. Each bank that reported \$1 billion or more in total assets in its March 31, 2007, Report of Condition must complete items 4 through 6 each quarter. In addition, each bank that reported \$1 billion or more in total assets in two consecutive Reports of Condition beginning with its June 30, 2007, report must begin to complete items 4 through 6 each quarter starting six months after the second consecutive quarter in which it reports total assets of \$1 billion or more. Each bank that becomes insured by the FDIC on or after April 1, 2007, must complete items 4 through 6 each quarter. Any other bank may choose to complete items 4 through 6, but the bank must then continue to complete items 4 through 6 each quarter thereafter.

1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	Dollar Amounts in Thousands			
	RCFD	Bil Mil Thou		
	F236	1,139,317,000	1	
2. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	F237	421,473,000	2	
3. Total foreign deposits, including interest accrued and unpaid thereon (included in Item 2 above)	RCFN	F234	421,467,000	3
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	RCFD	F238	1,105,232,000	4
5. Total daily average of allowable exclusions, including interest accrued and unpaid on allowable exclusions (including foreign deposits)	F239	411,988,000	5	
6. Total daily average of foreign deposits, including interest accrued and unpaid thereon (included in Item 5 above)	RCFN	F235	411,975,000	6

Schedule RC-O—Continued

Memorandum

Dollar Amounts in Thousands

		RCON	Bl Mil Thou	
1. Total assessable deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):				
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less		F049	229,923,000	M.1.a.1
(2) Number of deposit accounts (excluding retirement accounts) of \$100,000 or less (to be completed for the June report only)		RCON F050	Number N/A	M.1.a.2
b. Deposit accounts (excluding retirement accounts) of more than \$100,000: (1)				
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$100,000		F051	474,392,000	M.1.b.1
(2) Number of deposit accounts (excluding retirement accounts) of more than \$100,000		RCON F052	Number 579,194	M.1.b.2
c. Retirement deposit accounts of \$250,000 or less: (1)				
(1) Amount of retirement deposit accounts of \$250,000 or less		F045	12,926,000	M.1.c.1
(2) Number of retirement deposit accounts of \$250,000 or less (to be completed for the June report only)		RCON F046	Number N/A	M.1.c.2
d. Retirement deposit accounts of more than \$250,000: (1)				
(1) Amount of retirement deposit accounts of more than \$250,000		F047	603,000	M.1.d.1
(2) Number of retirement deposit accounts of more than \$250,000		RCON F048	Number 1,585	M.1.d.2
Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (2)				
2. Estimated amount of uninsured assessable deposits in domestic offices of the bank and in insured branches in Puerto Rico and U.S. territories and possessions, including related interest accrued and unpaid (see instructions) (3)		5597	447,846,000	M.2

3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report?
If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:

Text	RCON	FDIC Cert No.	
A545	A545	0	M.3

Memorandum items 4.a and 4.b are to be completed by all banks participating in the FDIC Transaction Account Guarantee Program.

		RCON	Bl Mil Thou	
4. Noninterest-bearing transaction accounts (as defined in Part 370 of the FDIC's regulations) of more than \$250,000 (see instructions):				
a. Amount of noninterest-bearing transaction accounts of more than \$250,000 (including balances swept from noninterest-bearing transaction accounts to noninterest-bearing savings accounts).		G167	149,738,000	M.4.a
b. Number of noninterest-bearing transaction accounts of more than \$250,000		RCON G168	Number 56,042	M.4.b

- (1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date without taking into account the temporary increase in deposit insurance in effect through December 31, 2009.
- (2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.
- (3) Uninsured assessable deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d without taking into account the temporary increase in deposit insurance in effect through December 31, 2009, or a bank's participation in the FDIC's Transaction Account Guarantee Program.

Schedule RC-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands		
	RCON	Bl Mil Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale (2):			
a. Closed-end First liens	F066	7,005,000	1.a
b. Closed-end Junior liens	F067	0	1.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F670	0	1.c.1
(2) Principal amount funded under the lines of credit	F671	0	1.c.2
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale (2):			
a. Closed-end First liens	F068	18,715,000	2.a
b. Closed-end Junior liens	F069	0	2.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F672	0	2.c.1
(2) Principal amount funded under the lines of credit	F673	0	2.c.2
3. 1-4 family residential mortgage loans sold during the quarter:			
a. Closed-end First liens	F070	23,337,000	3.a
b. Closed-end Junior liens	F071	0	3.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F674	0	3.c.1
(2) Principal amount funded under the lines of credit	F675	0	3.c.2
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a):			
a. Closed-end First liens	F072	222,000	4.a
b. Closed-end Junior liens	F073	0	4.b
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F676	0	4.c.1
(2) Principal amount funded under the lines of credit	F677	0	4.c.2
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):	RIAD		
a. Closed-end 1-4 family residential mortgage loans	F184	11,000	5.a
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F560	0	5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:	RCON		
a. Closed-end first liens	F678	2,311,000	6.a
b. Closed-end junior liens	F679	0	6.b
c. Open-end loans extended under line of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.1
(2) Principal amount funded under the lines of credit	F681	0	6.c.2

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2007, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

JPMorgan Chase Bank, National Association

Legal Title of Bank

FDIC Certificate Number: 00628

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Schedule RC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule RC-Q is to be completed by banks that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule RC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule RC)											
	(Column A) Total Fair Value Reported on Schedule RC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	RCFD	BI MI Thou	RCFD	BI MI Thou	RCFD	BI MI Thou	RCFD	BI MI Thou	RCFD	BI MI Thou	
Dollar Amounts in Thousands											
ASSETS											
1. Loans and leases	F243	8,038,000	F682	0	F690	0	F244	4,641,000	F245	1,397,000	1
2. Trading assets	F246	365,294,000	F683	2,572,670,000	F691	102,937,000	F247	2,758,085,000	F248	76,932,000	2
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above)	F240	0	F684	0	F692	0	F241	0	F242	0	2.a
3. All other financial assets and servicing assets	F249	34,094,000	F685	0	F693	0	F250	23,246,000	F251	10,848,000	3
LIABILITIES											
4. Deposits	F252	5,605,000	F686	0	F694	0	F253	4,370,000	F254	1,235,000	4
5. Trading liabilities	F255	142,407,000	F687	2,541,722,000	F695	22,806,000	F256	2,619,305,000	F257	42,018,000	5
6. All other financial liabilities and and servicing liabilities	F258	41,970,000	F688	0	F696	0	F259	27,388,000	F260	14,581,000	6
7. Loan commitments (not accounted for as derivatives)	F261	0	F689	0	F697	0	F262	0	F263	0	7

Schedule RC-R—Regulatory Capital

Dollar Amounts in Thousands		RCFD	Bl Mil Thou		
Tier 1 capital					
1. Total equity capital (from Schedule RC, item 28)		3210	128,767,000	1	
2. LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value)		8434	(1,815,000)	2	
3. LESS: Net unrealized loss on available-for-sale EQUITY securities (1) (report loss as a positive value)		A221	6,000	3	
4. LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value)		4336	(558,000)	4	
5. LESS: Nonqualifying perpetual preferred stock		B588	0	5	
6. Qualifying minority interests in consolidated subsidiaries		B589	1,023,000	6	
7. a. LESS: Disallowed goodwill and other disallowed intangible assets		B590	28,905,000	7.a	
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)		F264	1,802,000	7.b	
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7a, and 7b)		C227	101,450,000	8	
9.a. LESS: Disallowed servicing assets and purchased credit card relationships		B591	843,000	9.a	
b. LESS: Disallowed deferred tax assets		5610	0	9.b	
10. Other additions to (deductions from) Tier 1 capital		B592	(1,000)	10	
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)		8274	100,606,000	11	
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock		5306	28,469,000	12	
13. Cumulative perpetual preferred stock includible in Tier 2 capital		B593	0	13	
14. Allowance for loan and lease losses includible in Tier 2 capital		5310	14,791,000	14	
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital		2221	0	15	
16. Other Tier 2 capital components		B594	0	16	
17. Tier 2 capital (sum of items 12 through 16)		5311	43,260,000	17	
18. Allowable Tier 2 capital (lesser of item 11 or 17)		8275	43,260,000	18	
19. Tier 3 capital allocated for market risk		1395	0	19	
20. LESS: Deductions for total risk-based capital		B595	0	20	
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)		3792	143,866,000	21	
Total assets for leverage ratio					
22. Average total assets (from Schedule RC-K, item 9)		3368	1,743,632,000	22	
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)		B590	28,905,000	23	
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)		B591	843,000	24	
25. LESS: Disallowed deferred tax assets (from item 9.b above)		5610	0	25	
26. LESS: Other deductions from assets for leverage capital purposes		B596	(297,000)	26	
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)		A224	1,714,181,000	27	
Adjustments for financial subsidiaries					
28.a Adjustment to Tier 1 capital reported in item 11		C228	0	28.a	
b. Adjustment to total risk-based capital reported in item 21		B503	0	28.b	
29. Adjustment to risk-weighted assets reported in item 62		B504	0	29	
30. Adjustment to average total assets reported in item 27		B505	0	30	
Capital ratios					
(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)					
		(Column A)		(Column B)	
		RCFD	Percentage	RCFD	Percentage
31. Tier 1 leverage ratio (2)		7273	0.00%	7204	5.90%
32. Tier 1 risk-based capital ratio (3)		7274	0.00%	7206	8.73%
33. Total risk-based capital ratio (4)		7275	0.00%	7205	12.48%

(1) Report amount included in Schedule RC, item 26.b, "Accumulated other comprehensive income."

(2) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(3) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(4) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

Schedule RC-R—Continued

Banks are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

Dollar Amounts in Thousands	(Column A)	(Column B)	(Column C) (Column D) (Column E) (Column F)				
	Totals (From Schedule RC)	Items Not Subject to Risk-Weighting	Allocation by Risk Weight Category				
	Totals (From Schedule RC)	Items Not Subject to Risk-Weighting	0%	20%	50%	100%	
	Totals (From Schedule RC)	Items Not Subject to Risk-Weighting	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	Bil Mil Thou	
Balance Sheet Asset Categories							
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC, items 1.a and 1.b)	RCFD 0010 172,816,000	RCFD C869 0	RCFD B600 76,368,000	RCFD B601 91,182,000		RCFD B602 5,068,000	34
	RCFD 1754 34,000	RCFD B603 0	RCFD B604 0	RCFD B605 34,000	RCFD B606 0	RCFD B607 0	35
35. Held-to-maturity securities	RCFD 1773 182,558,000	RCFD B608 (3,025,000)	RCFD B609 16,788,000	RCFD B610 157,605,000	RCFD B611 809,000	RCFD B612 10,581,000	36
36. Available-for-sale securities	RCFD C225 242,374,000		RCFD C063 118,181,000	RCFD C064 120,014,000		RCFD B520 4,179,000	37
37. Federal funds sold and securities purchased under agreements to resell	RCFD 5369 13,488,000	RCFD B617 0	RCFD B618 0	RCFD B619 2,148,000	RCFD B620 219,000	RCFD B621 11,121,000	38
38. Loans and leases held for sale	RCFD B528 650,415,000	RCFD B622 831,000	RCFD B623 5,924,000	RCFD B624 47,755,000	RCFD B625 167,794,000	RCFD B626 428,111,000	39
39. Loans and leases, net of unearned income	RCFD 3123 17,153,000	RCFD 3123 17,153,000					40
40. LESS: Allowance for loan and lease losses	RCFD 3545 365,294,000	RCFD B627 365,294,000	RCFD B628 0	RCFD B629 0	RCFD B630 0	RCFD B631 0	41
41. Trading assets	RCFD B639 136,616,000	RCFD B640 32,239,000	RCFD B641 6,177,000	RCFD B642 6,650,000	RCFD B643 162,000	RCFD 5339 91,388,000	42
42. All other assets (1)	RCFD 2170 1,746,242,000	RCFD B644 378,186,000	RCFD 5320 223,436,000	RCFD 5327 425,388,000	RCFD 5334 188,784,000	RCFD 5340 550,448,000	43
43. Total assets (sum of items 34 through 42)							

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, intangible assets, and other assets.

Schedule RC-R—Continued

Dollar Amounts in Thousands	(Column A)	Credit Conversion Factor	(Column B)	(Allocation by Risk Weight Category)			
	Face Value or Notional Amount		Credit Equivalent Amount (1)	(Column C)	(Column D)	(Column E)	(Column F)
	Bl Ml Thou		Bl Ml Thou	0%	20%	50%	100%
Derivatives and Off-Balance Sheet Items	RCFD B546	See footnote 2	RCFD B547	RCFD B548	RCFD B581	RCFD B582	RCFD B583
44. Financial standby letters of credit	113,831,000	1.000	113,831,000	5,678,000	33,880,000	4,038,000	70,235,000
45. Performance standby letters of credit	RCFD 3821		RCFD B650	RCFD B651	RCFD B652	RCFD B653	RCFD B654
	11,951,000	.50	5,975,500	211,500	2,839,000	0	2,925,000
46. Commercial and similar letters of credit	RCFD 3411		RCFD B655	RCFD B656	RCFD B657	RCFD B658	RCFD B659
	5,436,000	.20	1,087,200	205,200	432,000	0	450,000
47. Risk participations in bankers acceptances acquired by the reporting institution	RCFD 3429		RCFD B660	RCFD B661	RCFD B662		RCFD B663
	0	1.00	0	0	0		0
	RCFD 3433		RCFD B664	RCFD B665	RCFD B666	RCFD B667	RCFD B668
48. Securities lent	202,390,000	1.00	202,390,000	144,286,000	57,865,000	0	239,000
49. Retained recourse on small business obligations sold with recourse	RCFD A250		RCFD B669	RCFD B670	RCFD B671	RCFD B672	RCFD B673
	0	1.00	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	RCFD B541	* Below	RCFD B542				RCFD B543
	2,647,000	M	21,506,000				21,506,000
51. All other financial assets sold with recourse	RCFD B675		RCFD B676	RCFD B677	RCFD B678	RCFD B679	RCFD B680
	3,327,000	1.00	3,327,000	0	0	3,284,000	43,000
52. All other off-balance sheet liabilities	RCFD B681		RCFD B682	RCFD B683	RCFD B684	RCFD B685	RCFD B686
	12,417,000	1.00	12,417,000	8,413,000	3,866,000	0	138,000
53. Unused commitments with an original maturity exceeding one year	RCFD 3833		RCFD B687	RCFD B688	RCFD B689	RCFD B690	RCFD B691
	137,553,000	.50	68,776,500	809,000	23,234,000	1,710,000	43,023,500
			RCFD A167	RCFD B693	RCFD B694	RCFD B695	
54. Derivative contracts			550,002,000	44,821,000	292,978,000	212,203,000	

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor.

For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

(3) Or institution-specific factor. (Entering an 'M' allows for data entry in Column B.)

Schedule RC-R—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	
	Allocation by Risk Weight Category				
	0%	20%	50%	100%	
	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	
Dollar Amounts in Thousands					
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	RCFD B696	RCFD B697	RCFD B698	RCFD B699	
	427,858,700	840,482,000	390,019,000	689,007,500	55
56. Risk weight factor	* 0%	* 20%	* 50%	* 100%	56
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	RCFD B700	RCFD B701	RCFD B702	RCFD B703	
	0	168,096,400	195,009,500	689,007,500	57
58. Market risk equivalent assets				RCFD 1651	
				119,572,000	58
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				RCFD B704	
				1,171,685,400	59
60. LESS: Excess allowance for loan and lease losses				RCFD A222	
				2,995,000	60
61. LESS: Allocated transfer risk reserve				RCFD 3128	
				0	61
62. Total risk-weighted assets (item 59 minus items 60 and 61)				RCFD A223	
				1,168,690,400	62

Memoranda

	Dollar Amounts in Thousands		
	RCFD	Bl Ml Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764	241,224,000	M.1

	With a remaining maturity of						
	(Column A)		(Column B)		(Column C)		
	One year or less		Over one year through five years		Over five years		
	RCFD	Trl Bl Ml Thou	RCFD	Trl Bl Ml Thou	RCFD	Trl Bl Ml Thou	
2. Notional principal amounts of derivative contracts: (1)							
a. Interest rate contracts	3809	23,877,243,000	8766	21,203,741,000	8767	16,847,096,000	M.2.a
b. Foreign exchange contracts	3812	4,732,503,000	8769	815,437,000	8770	234,536,000	M.2.b
c. Gold contracts	8771	57,376,000	8772	23,126,000	8773	1,963,000	M.2.c
d. Other precious metals contracts	8774	3,497,000	8775	857,000	8776	0	M.2.d
e. Other commodity contracts	8777	143,691,000	8778	202,561,000	8779	36,741,000	M.2.e
f. Equity derivative contracts	A000	255,926,000	A001	143,492,000	A002	36,023,000	M.2.f
g. Credit derivative contracts:							
(1) Investment grade	C980	359,314,000	C981	3,576,507,000	C982	1,563,445,000	M.2.g.1
(2) Subinvestment grade	C983	230,900,000	C984	1,836,307,000	C985	748,024,000	M.2.g.2

(1) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

Schedule RC-S—Servicing, Securitization and Asset Sale Activities

Dollar Amounts in Thousands

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou
Bank Securitization Activities							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements	RCFD B705 198,500,000	RCFD B706 0	RCFD B707 32,470,000	RCFD B708 1,353,000	RCFD B709 1,654,000	RCFD B710 0	RCFD B711 6,006,000
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (Included in Schedules RC-B or RC-F or in Schedule RC, item 5)	RCFD B712 4,000	RCFD B713 0	RCFD B714 189,000	RCFD B715 4,000	RCFD B716 45,000	RCFD B717 0	RCFD B718 11,000
b. Subordinated securities and other residual interests	RCFD C393 304,000	RCFD C394 0	RCFD C395 1,177,000	RCFD C396 26,000	RCFD C397 9,000	RCFD C398 0	RCFD C399 33,000
c. Standby letters of credit and other enhancements	RCFD C400 4,000	RCFD C401 0	RCFD C402 0	RCFD C403 0	RCFD C404 0	RCFD C405 0	RCFD C406 108,000
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1	RCFD B726 0	RCFD B727 0	RCFD B728 0	RCFD B729 0	RCFD B730 0	RCFD B731 0	RCFD B732 9,000
4. Past due loan amounts included in item 1:	RCFD B733	RCFD B734	RCFD B735	RCFD B736	RCFD B737	RCFD B738	RCFD B739
a. 30-89 days past due	12,914,000	0	678,000	29,000	85,000	0	65,000
b. 90 days or more past due	20,293,000	0	609,000	4,000	86,000	0	32,000
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):	RIAD B747	RIAD B748	RIAD B749	RIAD B750	RIAD B751	RIAD B752	RIAD B753
a. Charge-offs	3,274,000	0	1,894,000	46,000	2,000	0	0
b. Recoveries	RIAD B754 0	RIAD B755 0	RIAD B756 192,000	RIAD B757 20,000	RIAD B758 0	RIAD B759 0	RIAD B760 0

Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou	Bl Mil Thou
6. Amount of ownership (or seller's) interest carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)		RCFD B761 0	RCFD B762 0			RCFD B763 0	
b. Loans (included in Schedule RC-C)		RCFD B500 0	RCFD B501 8,437,000			RCFD B502 0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due		RCFD B764 0	RCFD B765 0			RCFD B766 0	
b. 90 days or more past due		RCFD B767 0	RCFD B768 0			RCFD B769 0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs		RIAD B770 0	RIAD B771 0			RIAD B772 0	
b. Recoveries		RIAD B773 0	RIAD B774 0			RIAD B775 0	
For Securitization Facilities Sponsored by or Otherwise Established by Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	RCFD B776 1,327,000	RCFD B777 0	RCFD B778 1,313,000	RCFD B779 43,000	RCFD B780 84,000	RCFD B781 93,000	RCFD B782 313,000
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures	RCFD B783 83,000	RCFD B784 0	RCFD B785 0	RCFD B786 0	RCFD B787 0	RCFD B788 82,000	RCFD B789 176,000

6.a
6.b
7.a
7.b
8.a
8.b
9
10

Schedule RC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou	Bl Ml Thou
Dollar Amounts in Thousands							
Bank Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCFD B790 33,382,000	RCFD B791 0	RCFD B792 0	RCFD B793 0	RCFD B794 0	RCFD B795 0	RCFD B796 5,395,000
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	RCFD B797 3,529,000	RCFD B798 0	RCFD B799 0	RCFD B800 0	RCFD B801 0	RCFD B802 0	RCFD B803 75,000

Memoranda

	Dollar Amounts in Thousands	
	RCFD	Bl Ml Thou
1. Small Business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:		
a. Outstanding principal balance	A249	0
b. Amount of retained recourse on these obligations as of the report date	A250	0
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):		
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	64,234,000
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	1,027,119,000
c. Other financial assets (Includes home equity lines) (1)	A591	456,795,000
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699	34,282,000
3. Asset-backed commercial paper conduits:		
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:		
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B806	7,236,000
(2) Conduits sponsored by other unrelated institutions	B807	62,000
b. Unused commitments to provide liquidity to conduit structures:		
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B808	68,303,000
(2) Conduits sponsored by other unrelated institutions	B809	4,233,000
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C (2)	C407	1,034,000

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

Items 12 through 18, items 19.a through 23, and Memorandum item 4 will not be made available to the public on an individual institution basis.

1. Does the institution have fiduciary powers? (If "NO", do not complete Schedule RC-T.) _____	RCFD A345	YES / NO YES	1
2. Does the institution exercise the fiduciary powers it has been granted? _____	RCFD A346	YES / NO YES	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.) _____	RCFD B867	YES / NO YES	3

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 19.a quarterly,
- Items 20 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 23 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 9, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 11 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Tril Bil Mil Thou	Tril Bil Mil Thou			
Dollar Amounts in Thousands					
FIDUCIARY AND RELATED ASSETS	RCFD B868	RCFD B869	RCFD B870	RCFD B871	
4. Personal trust and agency accounts _____	48,923,000	11,260,000	37,887	2,194	4
5. Retirement related trust and agency accounts:	RCFD B872	RCFD B873	RCFD B874	RCFD B875	
a. Employee benefit-defined contribution _____	4,397,000	59,594,000	136	1,154	5.a
b. Employee benefit-defined benefit _____	RCFD B876	RCFD B877	RCFD B878	RCFD B879	
	16,804,000	590,327,000	639	4,963	5.b
c. Other retirement accounts _____	RCFD B880	RCFD B881	RCFD B882	RCFD B883	
	2,970,000	639,000	5,138	671	5.c
6. Corporate trust and agency accounts _____	RCFD B884	RCFD B885	RCFD C001	RCFD C002	
	0	12,282,000	0	301	6
7. Investment management agency accounts _____	RCFD B886		RCFD B888		
	95,439,000		25,021		7
8. Other fiduciary accounts _____	RCFD B890	RCFD B891	RCFD B892	RCFD B893	
	2,379,000	9,501,000	1,583	2,666	8

Schedule RC-T—Continued

	(Column A)	(Column B)	(Column C)	(Column D)	
	Managed Assets	Non-Managed Assets	Number of Managed Accounts	Number of Non-Managed Accounts	
Dollar Amounts in Thousands	Tril Bil Mil Thou	Tril Bil Mil Thou			
FIDUCIARY AND RELATED ASSETS—Continued					
9. Total fiduciary accounts (sum of items 4 through 8)	RCFD B894 170,912,000	RCFD B895 683,603,000	RCFD B896 70,404	RCFD B897 11,949	9
10. Custody and safekeeping accounts		RCFD B898 12,929,079,000		RCFD B899 127,614	10
11. Fiduciary accounts held in foreign offices (included in items 9 and 10)	RCFN B900 25,911,000	RCFN B901 5,012,873,000	RCFN B902 4,113	RCFN B903 25,554	11

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
FIDUCIARY AND RELATED SERVICES INCOME			
12. Personal trust and agency accounts	B904		12
13. Retirement related trust and agency accounts:			
a. Employee benefit—defined contribution	B905		13.a
b. Employee benefit—defined benefit	B906		13.b
c. Other retirement accounts	B907		13.c
14. Corporate trust and agency accounts	A479		14
15. Investment management agency accounts	B908		15
16. Other fiduciary accounts	A480		16
17. Custody and safekeeping accounts	B909		17
18. Other fiduciary and related services income	B910		18
19. Total gross fiduciary and related services income (sum of items 12 through 18) (must equal Schedule RI, item 5.a)	4070	3,343,000	19
a. Fiduciary and related services income-foreign offices (included in item 19)	B912		19.a
20. Less: Expenses	C058		20
21. Less: Net losses from fiduciary and related services	A488		21
22. Plus: Intracompany income credits for fiduciary and related services	B911		22
23. Net fiduciary and related services income	A491		23

Memoranda

	Managed Assets		
	RCFD	Bil Mil Thou	
Dollar Amounts in Thousands			
1. Managed assets held in personal trust and agency accounts:			
a. Noninterest-bearing deposits	B913	7,000	M.1.a
b. Interest-bearing deposits	B914	1,037,000	M.1.b
c. U.S. Treasury and U.S. Government agency obligations	B915	1,468,000	M.1.c
d. State, county and municipal obligations	B916	4,649,000	M.1.d
e. Money market mutual funds	B917	3,094,000	M.1.e
f. Other short-term obligations	B918	3,528,000	M.1.f
g. Other notes and bonds	B919	2,098,000	M.1.g
h. Common and preferred stocks	B920	27,657,000	M.1.h
i. Real estate mortgages	B921	29,000	M.1.i
j. Real estate	B922	1,443,000	M.1.j
k. Miscellaneous assets	B923	3,913,000	M.1.k
l. Total managed assets held in personal trust and agency accounts (sum of Memorandum items 1.a through 1.k) (must equal Schedule RC-T, item 4, column A)	B868	48,923,000	M.1.l

Schedule RC-T—Continued

Memoranda—Continued

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding	
			Tril Bl Mil Thou	
	RCFD		RCFD B928	
2. Corporate trust and agency accounts:				
a. Corporate and municipal trusteeships	B927	126		11,990,000
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	169		

M.2.a

M.2.b

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets	
			Bil Mil Thou	
	RCFD		RCFD	
3. Collective investment funds and common trust funds:				
a. Domestic equity	B931	23	B932	6,036,000
b. International/Global equity	B933	6	B934	1,749,000
c. Stock/Bond blend	B935	10	B936	5,082,000
d. Taxable bond	B937	20	B938	23,083,000
e. Municipal bond	B939	0	B940	0
f. Short term investments/Money market	B941	7	B942	17,711,000
g. Specialty/Other	B943	33	B944	34,828,000
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	99	B946	88,489,000

M.3.a

M.3.b

M.3.c

M.3.d

M.3.e

M.3.f

M.3.g

M.3.h

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries	
	Mil Thou		Mil Thou		Mil Thou	
	RIAD		RIAD		RIAD	
4. Fiduciary settlements, surcharges, and other losses:						
a. Personal trust and agency accounts	B947		B948		B949	
b. Retirement related trust and agency accounts	B950		B951		B952	
c. Investment management agency accounts	B953		B954		B955	
d. Other fiduciary accounts and related services	B956		B957		B958	
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 21)	B959		B960		B961	

M.4.a

M.4.b

M.4.c

M.4.d

M.4.e

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

Dennis Mikolay
Name and Title (TEXT B962)

mikolaydennis@jpmorgan.com
E-mail Address (TEXT B926)

(201) 595-5584
Telephone: Area code/phone number/extension (TEXT B963)

(201) 595-6771
FAX: Area code/phone number (TEXT B964)

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

The management of the reporting bank may, if it wishes, submit a brief narrative statement on the amounts reported in the Reports of Condition and Income. This optional statement will be made available to the public, along with the publicly available data in the Reports of Condition and Income, in response to any request for individual bank report data. However, the information reported in Schedule RC-T, items 12 through 18, items 19.a through 23 and Memorandum item 4, is regarded as confidential and will not be released to the public. **BANKS CHOOSING TO SUBMIT THE NARRATIVE STATEMENT SHOULD ENSURE THAT THE STATEMENT DOES NOT CONTAIN THE NAMES OR OTHER IDENTIFICATIONS OF INDIVIDUAL BANK CUSTOMERS, REFERENCES TO THE AMOUNTS REPORTED IN THE CONFIDENTIAL ITEMS IN SCHEDULE RC-T, OR ANY OTHER INFORMATION THAT THEY ARE NOT WILLING TO HAVE MADE PUBLIC OR THAT WOULD COMPROMISE THE PRIVACY OF THEIR CUSTOMERS.** Banks choosing not to make a statement may check the "No comment" box below and should make no entries of any kind in the space provided for the narrative statement; i.e., DO NOT enter in this space such phrases as "No statement," "Not applicable," "N/A," "No comment," and "None."

appear as the bank's statement both on agency computerized records and in computer-file releases to the public.

All information furnished by the bank in the narrative statement must be accurate and not misleading. Appropriate efforts shall be taken by the submitting bank to ensure the statement's accuracy. The statement must be signed, in the space provided below, by a senior officer of the bank who thereby attests to its accuracy.

If, subsequent to the original submission, material changes are submitted for the data reported in the Reports of Condition and Income, the existing narrative statement will be deleted from the files, and from disclosure; the bank, at its option, may replace it with a statement, under signature, appropriate to the amended data.

The optional narrative statement will appear in agency records and in release to the public exactly as submitted (or amended as described in the preceding paragraph) by the management of the bank (except for the truncation of the statements exceeding the 750-character limit described above). **THE STATEMENT WILL NOT BE EDITED OR SCREENED IN ANY WAY BY THE SUPERVISORY AGENCIES FOR ACCURACY OR RELEVANCE. DISCLOSURE OF THE STATEMENT SHALL NOT SIGNIFY THAT ANY FEDERAL SUPERVISORY AGENCY HAS VERIFIED OR CONFIRMED THE ACCURACY OF THE INFORMATION CONTAINED THEREIN. A STATEMENT TO THIS EFFECT WILL APPEAR ON ANY PUBLIC RELEASE OF THE OPTIONAL STATEMENT SUBMITTED BY THE MANAGEMENT OF THE REPORTING BANK.**

The optional statement must be entered on this sheet. The statement should not exceed 100 words. Further, regardless of the number of words, the statement must not exceed 750 characters, including punctuation, indentation, and standard spacing between words and sentences. If any submission should exceed 750 characters, as defined, it will be truncated at 750 characters with no notice to the submitting bank and the truncated statement will

Comments? _____

RCON	YES / NO
6979	YES

BANK MANAGEMENT STATEMENT (please type or print clearly):

TEXT

6980	State of Michigan deposits are \$804 million.
The amount of Bear Stearns risk-weighted assets excluded for purposes of determining the risk based capital requirements was \$15,653,000 thousand.	
The amount of Bear Stearns assets excluded for purposes of determining the leverage capital requirements was \$8,430,000 thousand.	

REPORT OF CONDITION

Consolidating domestic and foreign subsidiaries of the
JPMorgan Chase Bank, National Association
in the state of OH at close of business on December 31, 2008
published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	26,214,000
Interest-bearing balances	146,402,000
Securities:	
Held-to-maturity securities	34,000
Available-for-sale securities	182,558,000
Federal funds sold in domestic offices	2,850,000
Securities purchased under agreements to resell	239,524,000
Loans and lease financing receivables:	
Loans and leases held for sale	13,488,000
Loans and leases, net of unearned income	650,415,000
LESS: Allowance for loan and lease losses	17,153,000
Loans and leases, net of unearned income and allowance	633,262,000
Trading Assets	365,294,000
Premises and fixed assets (including capitalized leases)	7,822,000
Other real estate owned	2,120,000
Investments in unconsolidated subsidiaries and associated companies	2,440,000
Intangible assets:	
Goodwill	27,371,000
Other intangible assets	12,710,000
Other assets	84,153,000
Total assets	1,746,242,000

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:		
In domestic offices		695,497,000
Noninterest-bearing	213,115,000	
Interest-bearing	482,382,000	
In foreign offices, Edge and Agreement subsidiaries, and IBFs		360,268,000
Noninterest-bearing	8,026,000	
Interest-bearing	352,242,000	
Federal funds purchased in domestic offices		13,485,000
Securities sold under agreements to repurchase		167,551,000
Trading liabilities		142,407,000
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		142,275,000
Subordinated notes and debentures		28,376,000
Other liabilities		66,587,000
Total liabilities		1,616,446,000
Minority interest in consolidated subsidiaries		1,029,000

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,785,000
Surplus	77,254,000
Retained earnings	52,309,000
Accumulated other comprehensive income	(2,581,000)
Other equity capital components	0
Total equity capital	128,767,000
Total liabilities, minority interest, and equity capital	1,746,242,000

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities.

We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

I, Michael J Cavanagh, EVP & CFO

(Name, Title)

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1

Director #2

Director #3

Board of Governors of the Federal Reserve System



RSSD ID: 1039502

Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further

information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

December 31, 2008

Month / Date / Year (BHCK 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

JPMORGAN CHASE & CO.

Legal Title of Bank Holding Company (TEXT 9010)

270 PARK AVENUE

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

NEW YORK

NY

10017

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

Report of Income for Bank Holding Companies
 Report all Schedules of the Report of Income on a calendar year-to-date basis.

For Federal Reserve Bank Use Only	
RSSD Number	_____
	S.F. _____

RSSD ID:
1039502

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK		
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	11265000	1.a.(1)(a)
(b) All other loans secured by real estate	4436	1899000	1.a.(1)(b)
(c) All other loans	F821	21171000	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	4561000	1.a.(2)
b. Income from lease financing receivables	4065	126000	1.b.
c. Interest income on balances due from depository institutions¹	4115	2184000	1.c.
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	78000	1.d.(1)
(2) Mortgage-backed securities	B489	4501000	1.d.(2)
(3) All other securities	4060	1648000	1.d.(3)
e. Interest income from trading assets	4069	17236000	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	8260000	1.f.
g. Other interest income	4518	250000	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	73179000	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	3782000	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	1019000	2.a.(1)(b)
(c) Other deposits	6761	3619000	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	6126000	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	4668000	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	6670000	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	8355000	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	34239000	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	38940000	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	21237000	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	7425000	5.a.
b. Service charges on deposit accounts in domestic offices	4483	3977000	5.b.
c. Trading revenue²	A220	-9791000	5.c.
d. (1) Fees and commissions from securities brokerage	C886	3141000	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	6101000	5.d.(2)
(3) Fees and commissions from annuity sales	C887	363000	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	328000	5.d.(4)
(5) Income from other insurance activities	C387	68000	5.d.(5)
e. Venture capital revenue	B491	-908000	5.e.
f. Net servicing fees	B492	1328000	5.f.
g. Net securitization income	B493	3751000	5.g.
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	118000	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-223000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	115000	5.k.
l. Other noninterest income³	B497	10959000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	26752000	5.m.

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

3. See Schedule HI, memoranda item 6.

Schedule HI—Continued

Dollar Amounts in Thousands

	BHCK			
6. a. Realized gains (losses) on held-to-maturity securities	3521			0
b. Realized gains (losses) on available-for-sale securities	3196		1560000	
7. Noninterest expense:				
a. Salaries and employee benefits	4135		22746000	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		7353000	
c. (1) Goodwill impairment losses	C216		0	
(2) Amortization expense and impairment losses for other intangible assets	C232		1263000	
d. Other noninterest expense ⁴	4092		11726000	
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		43088000	
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		2927000	
9. Applicable income taxes (foreign and domestic)	4302		-926000	
10. Minority interest	4484		154000	
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300		3699000	
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320		1906000	
13. Net income (loss) (sum of items 11 and 12)	4340		5605000	

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

Dollar Amounts in Thousands

	BHCK							
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		39518000					
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592		3506000					
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		217000					
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507		50000					
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number					
	4150		217965					
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):								
a. Income and fees from the printing and sale of checks	C013		0					
b. Earnings on/increase in value of cash surrender value of life insurance	C014		0					
c. Income and fees from automated teller machines (ATMs)	C016		0					
d. Rent and other income from other real estate owned	4042		0					
e. Safe deposit box rent	C015		0					
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0					
g. Bank card and credit card interchange fees	F555		2005000					
h. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>PROCEEDS FROM SALE OF VISA SHARES IN IPO</td></tr><tr><td>8562</td><td></td></tr></table>	TEXT	PROCEEDS FROM SALE OF VISA SHARES IN IPO	8562		8562		1500000	
TEXT	PROCEEDS FROM SALE OF VISA SHARES IN IPO							
8562								
i. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>AUTO OPERATING AND FINANCING LEASES</td></tr><tr><td>8563</td><td></td></tr></table>	TEXT	AUTO OPERATING AND FINANCING LEASES	8563		8563		518000	
TEXT	AUTO OPERATING AND FINANCING LEASES							
8563								
j. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td>LOAN COMMITMENT FEES</td></tr><tr><td>8564</td><td></td></tr></table>	TEXT	LOAN COMMITMENT FEES	8564		8564		429000	
TEXT	LOAN COMMITMENT FEES							
8564								

Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

		BHCK			
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):					
a.	Data processing expenses	C017		697000	M.7.a.
b.	Advertising and marketing expenses	0497		1913000	M.7.b.
c.	Directors' fees	4136		0	M.7.c.
d.	Printing, stationery, and supplies.....	C018		0	M.7.d.
e.	Postage	8403		434000	M.7.e.
f.	Legal fees and expenses	4141		527000	M.7.f.
g.	FDIC deposit insurance assessments.....	4146		0	M.7.g.
h.	Accounting and auditing expenses	F556		0	M.7.h.
i.	Consulting and advisory expenses	F557		4740000	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses	F558		0	M.7.j.
k.	Telecommunications expenses	F559		0	M.7.k.
l.	TEXT TRAVEL AND ENTERTAINMENT EXPENSE 8565	8565		739000	M.7.l.
m.	TEXT RELEASE OF LITIGATION RESERVES 8566	8566		-647000	M.7.m.
n.	TEXT MERGER COSTS 8567	8567		432000	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):					
a.	(1) TEXT ACQUIRED WASHINGTON MUTUALS BANKING OPERATIONS 3571	3571		1906000	M.8.a.(1)
	(2) Applicable income tax effect	BHCK 3572		0	M.8.a.(2)
b.	(1) TEXT 3573	3573		0	M.8.b.(1)
	(2) Applicable income tax effect	BHCK 3574		0	M.8.b.(2)
c.	(1) TEXT 3575	3575		0	M.8.c.(1)
	(2) Applicable income tax effect	BHCK 3576		0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):					
a.	Interest rate exposures.....	8757		-5258000	M.9.a.
b.	Foreign exchange exposures.....	8758		1840000	M.9.b.
c.	Equity security and index exposures.....	8759		-49000	M.9.c.
d.	Commodity and other exposures	8760		1089000	M.9.d.
e.	Credit exposures	F186		-7413000	M.9.e.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a.	Net gains (losses) on credit derivatives held for trading.....	C889		250000	M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading.....	C890		2795000	M.10.b.
11. Credit losses on derivatives (see instructions).....					
		A251		724000	M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)					
b.	(1) Premiums on insurance related to the extension of credit	8431		2051000	M.12.a.
	(2) All other insurance premiums	C242		186000	M.12.b.(1)
		C243		142000	M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities.....	B983		490000	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no).....					
		BHCK			
		A530		0	M.13.

Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		BHCK			
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets					
	F551		-5070000		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk					
	F552		-12076000		M.14.a.(1)
b. Net gains (losses) on liabilities					
	F553		18200000		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk					
	F554		1211000		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method					
	C409		1582000		M.15.
<i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
Year-to-date					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a))					
	F228		3000		M.16.

Schedule HI-A—Changes in Equity Capital

Dollar Amounts in Thousands		BHCK			
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)					
	3217		123221000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles¹					
	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)					
	B508		123221000		3.
4. Net income (loss) (must equal Schedule HI, item 13)					
	bhct				
	4340		5605000		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):					
a. Sale of perpetual preferred stock, gross					
	BHCK				
	3577		31533000		5.a.
b. Conversion or retirement of perpetual preferred stock					
	3578		352000		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross					
	3579		284000		6.a.
b. Conversion or retirement of common stock					
	3580		0		6.b.
7. Sale of treasury stock					
	4782		3366000		7.
8. LESS: Purchase of treasury stock					
	4783		0		8.
9. Changes incident to business combinations, net					
	4356		0		9.
10. LESS: Cash dividends declared on preferred stock					
	4598		674000		10.
11. LESS: Cash dividends declared on common stock					
	4460		5633000		11.
12. Other comprehensive income²					
	B511		-4770000		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company					
	4591		0		13.
14. Other adjustments to equity capital (not included above)					
	3581		13600000		14.
15. Total equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 28 on Schedule HC, Balance Sheet)					
	bhct				
	3210		166884000		15.

1. Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement—Other, item 1.
 2. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands	(Column A) Charge-offs ¹			(Column B) Recoveries			
	BHCK			BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)							
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	C891	88000		C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	25000		C894		3000	1.a.(2)
b. Secured by farmland in domestic offices	3584	0		3585		0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	1184000		5412		15000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:							
(a) Secured by first liens	C234	1713000		C217		13000	1.c.(2)(a)
(b) Secured by junior liens	C235	993000		C218		8000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	8000		3589		1000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	3000		C896		1000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	9000		C898		2000	1.e.(2)
f. In foreign offices	B512	0		B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. To U.S. banks and other U.S. depository institutions	4653	0		4663		0	2.a.
b. To foreign banks	4654	2000		4664		3000	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	0		4665		0	3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile)	4645	1284000		4617		139000	4.a.
b. To non-U.S. addressees (domicile)	4646	36000		4618		16000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B514	4409000		B515		577000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	924000		B517		140000	5.b.
6. Loans to foreign governments and official institutions	4643	0		4627		0	6.
7. All other loans	4644	78000		4628		10000	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F185	4000		F187		0	8.a.
b. All other leases	C880	4000		F188		1000	8.b.
9. Total (sum of items 1 through 8)	4635	10764000		4605		929000	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409			0	5410			0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).	4652			0	4662			0	M.2.

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Dollar Amounts in Thousands	Calendar year-to-date				
	BHCK				
	C388			1383000	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)					M.3.

Dollar Amounts in Thousands	Calendar year-to-date				
	BHCK				
II. Changes in allowance for loan and lease losses					
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			9234000	1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above).....	4605			929000	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK				
	C079			10764000	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523			0	4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....	4230			21237000	5.
	BHCK				
6. Adjustments (see instructions for this schedule).....	C233			2528000	6.
	bhct				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			23164000	7.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435			0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges...	C389		595000		M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390			0	M.3.
Memorandum item 4 is to be completed by all bank holding companies.					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above).....	C781			0	M.4.

Notes to the Income Statement—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

Dollar Amount in Thousands

	BHBC				
1. Total interest income	4107				1.
a. Interest income on loans and leases.....	4094				1.a.
b. Interest income on investment securities.....	4218				1.b.
2. Total interest expense	4073				2.
a. Interest expense on deposits	4421				2.a.
3. Net interest income	4074				3.
4. Provision for loan and lease losses.....	4230				4.
5. Total noninterest income	4079				5.
a. Income from fiduciary activities	4070				5.a.
b. Trading revenue	A220				5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490				5.c.
d. Venture capital revenue.....	B491				5.d.
e. Net securitization income	B493				5.e.
f. Insurance commissions and fees	B494				5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091				6.
7. Total noninterest expense	4093				7.
a. Salaries and employee benefits	4135				7.a.
b. Goodwill impairment losses.....	C216				7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....	4301				8.
9. Applicable income taxes	4302				9.
10. Minority interest.....	4484				10.
11. Extraordinary items, net of applicable income taxes and minority interest	4320				11.
12. Net income (loss)	4340				12.
13. Cash dividends declared.....	4475				13.
14. Net charge-offs.....	6061				14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				15.

Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country	0000		1	350

Notes to the Income Statement—Other

	TEXT	Dollar Amount in Thousands	BHCK			
1.		Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option				
			F465			0
2.	5352	SCHEDULE HI MEMO LINE ITEM 6.K LETTERS OF CREDIT COMMITMENT FEES				
			5352			439000
3.	5353	SCHEDULE HI MEMO LINE ITEM 6.L CREDIT CARD FEES				
			5353			519000
4.	5354	SCHEDULE HI MEMO LINE ITEM 6.M EQUITY INCOME				
			5354			-351000
5.	5355	SCHEDULE HI MEMO LINE ITEM 6.N GAIN FROM JOINT VENTURE DISSOLUTION				
			5355			1048000
6.	B042					
			B042			0
7.	B043					
			B043			0
8.	B044					
			B044			0
9.	B045					
			B045			0
10.	B046					
			B046			0

Notes to the Income Statement—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK			
11.	B047					
			B047			0 11.
12.	B048					
			B048			0 12.
13.	B049					
			B049			0 13.
14.	B050					
			B050			0 14.
15.	B051					
			B051			0 15.
16.	B052					
			B052			0 16.
17.	B053					
			B053			0 17.
18.	B054					
			B054			0 18.
19.	B055					
			B055			0 19.
20.	B056					
			B056			0 20.

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JPMORGAN CHASE & CO.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20081231

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

		BHCK			
ASSETS					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin ¹		0081		26896000	1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices		0395		67046000	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0397		89986000	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754		34000	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)		1773		199856000	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices		BHDM	B987	2850000	3.a.
b. Securities purchased under agreements to resell ³		BHCK	B989	324265000	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale		5369		14314000	4.a.
b. Loans and leases, net of unearned income	B528			746872000	4.b.
c. LESS: Allowance for loan and lease losses	3123			23164000	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)		B529		723708000	4.d.
5. Trading assets (from Schedule HC-D)		3545		509912000	5.
6. Premises and fixed assets (including capitalized leases)		2145		8475000	6.
7. Other real estate owned (from Schedule HC-M)		2150		5252000	7.
8. Investments in unconsolidated subsidiaries and associated companies		2130		5902000	8.
9. Not applicable					
10. Intangible assets:					
a. Goodwill		3163		48027000	10.a.
b. Other intangible assets (from Schedule HC-M)		0426		14984000	10.b.
11. Other assets (from Schedule HC-F)		2160		133545000	11.
12. Total assets (sum of items 1 through 11)		2170		2175052000	12.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands

		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		210899000		13.a.(1)
(2) Interest-bearing.....	6636		511077000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
BHFN					
(1) Noninterest-bearing	6631		7697000		13.b.(1)
(2) Interest-bearing.....	6636		279604000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²					
	BHDM	B993		12333000	14.a.
b. Securities sold under agreements to repurchase ³					
	BHCK	B995		180533000	14.b.
15. Trading liabilities (from Schedule HC-D).....		3548		166876000	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....		3190		391978000	16.
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴		4062		40602000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities					
		C699		18589000	19.b.
20. Other liabilities (from Schedule HC-G).....		2750		186805000	20.
21. Total liabilities (sum of items 13 through 20).....		2948		2006993000	21.
22. Minority interest in consolidated subsidiaries and similar items.....		3000		1175000	22.
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus		3283		31939000	23.
24. Common stock (par value).....		3230		3942000	24.
25. Surplus (exclude all surplus related to preferred stock).....		3240		92143000	25.
26. a. Retained earnings		3247		54013000	26.a.
b. Accumulated other comprehensive income ⁵					
		B530		-5687000	26.b.
27. Other equity capital components ⁶		A130		-9466000	27.
28. Total equity capital (sum of items 23 through 27).....		3210		166884000	28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28).....		3300		2175052000	29.

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

		BHCK	
1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no)		C884	1
M.1.			
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. ⁷			

a. PRICEWATERHOUSECOOPERS LLP

(1) Name of External Auditing Firm (TEXT C703)
NEW YORK

(2) City (TEXT C708)
NY 10017

(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

b. _____

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

1. Includes total demand deposits and noninterest-bearing time and savings deposits.
 2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
 3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
 4. Includes limited-life preferred stock and related surplus.
 5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
 6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.
 7. The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
1. U.S. Treasury securities.....	0211	0	0213	0	1286	616000	1287	611000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies ¹	1289	0	1290	0	1291	69000	1293	82000	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294	0	1295	0	1297	9717000	1298	9664000	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496	0	8497	0	8498	3479000	8499	3335000	3.
4. Mortgage-backed securities (MBS)									
a. Pass-through securities:									
(1) Guaranteed by GNMA.....	1698	0	1699	0	1701	6267000	1702	6409000	4.a.(1)
(2) Issued by FNMA and FHLMC.....	1703	34000	1705	35000	1706	101890000	1707	103981000	4.a.(2)
(3) Other pass-through securities.....	1709	0	1710	0	1711	1000	1713	1000	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1714	0	1715	0	1716	7041000	1717	6995000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718	0	1719	0	1731	0	1732	0	4.b.(2)
(3) All other mortgage-backed securities.....	1733	0	1734	0	1735	15894000	1736	13102000	4.b.(3)
5. Asset-backed securities (ABS).....	C026	0	C988	0	C889	37753000	C027	34710000	5.
6. Other debt securities:									
a. Other domestic debt securities.....	1737	0	1738	0	1739	8776000	1741	8977000	6.a.
b. Foreign debt securities.....	1742	0	1743	0	1744	8755000	1746	8921000	6.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
 2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

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Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values.....					A510	3073000	A511	3068000	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b).....	bhct						bhct		8.
	1754	34000	1771	35000	1772	203331000	1773	199856000	

MEMORANDA

Dollar Amounts in Thousands	BHCK			
1. Pledged securities ¹	0416		31024000	M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):				
a. 1 year and less.....	0383		18003000	M.2.a.
b. Over 1 year to 5 years.....	0384		24962000	M.2.b.
c. Over 5 years.....	0387		153857000	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778		0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost.....	8782		0	M.4.a.
b. Fair value.....	8783		0	M.4.b.

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value ¹		
	BHCK		BHCK		BHCK		BHCK		
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):									
a. Credit card receivables.....	B838	0	B839	0	B840	13651000	B841	11391000	M.5.a.
b. Home equity lines.....	B842	0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans.....	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	B852	1008000	B853	878000	M.5.d.
e. Commercial and industrial loans.....	B854	0	B855	0	B856	11847000	B857	11195000	M.5.e.
f. Other.....	B858	0	B859	0	B860	11247000	B861	11246000	M.5.f.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
 2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
 3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate.....	1410		367711000				1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1-4 family residential construction loans.....				F158		2653000	1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159		7748000	1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1-4 family residential properties:				1420		161000	1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....							
(2) Closed-end loans secured by 1-4 family residential properties:				1797		111502000	1.c.(1)
(a) Secured by first liens.....				5367		168072000	1.c.(2)(a)
(b) Secured by junior liens.....				5368		19934000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460		32283000	1.d.
e. Secured by nonfarm nonresidential properties:				BHCK			
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....				F160		11134000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....				F161		12968000	1.e.(2)
2. Loans to depository institutions and acceptances of other banks.....				BHDM			
a. To U.S. banks and other U.S. depository institutions.....	1292		247000	1288		1926000	2.
b. To foreign banks.....	1296		11751000				2.a.
3. Loans to finance agricultural production and other loans to farmers.....							2.b.
4. Commercial and industrial loans.....	1590		459000	1590		433000	3.
a. To U.S. addressees (domicile).....				1766		107387000	4.
b. To non-U.S. addressees (domicile).....	1763		105908000				4.a.
5. Not applicable	1764		45329000				4.b.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....							
a. Credit cards.....				1975		149090000	6.
b. Other revolving credit plans.....	B538		94051000				6.a.
c. Other consumer loans (includes single payment, installment, and all student loans).....	B539		2260000				6.b.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2011		55034000				6.c.
8. Not applicable	2081		329000	2081		198000	7.
9. a. Loans for purchasing and carrying securities (secured and unsecured).....							
b. All other loans.....	1545		20472000	1545		19738000	9.a.
10. Lease financing receivables (net of unearned income).....	1564		54653000	1564		38655000	9.b.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....				2165		2849000	10.
b. All other leases.....	F162		80000				10.a.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	F163		2902000				10.b.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2123		0	2123		0	11.
	2122		761186000	2122		686731000	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM			
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):				
a. Loans secured by 1-4 family residential properties in domestic offices	F576		4108000	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	BHCK			
	1616		5000	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above	BHCK			
	2746		11947000	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837		1774000	M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391		3446000	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>				
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance	C779		117227000	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780		89037000	M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:				
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230		39021000	M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231		9756000	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232		2204000	M.6.c.
7.-8. Not applicable.				
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM			
	F577		8609000	M.9.

Schedule HC-C—Continued

MEMORANDA (continued)

Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.

Dollar Amounts in Thousands	(Column A)				(Column B)						
	Consolidated				Domestic Offices						
	BHCK				BHDM						
10. Loans measured at fair value:											
a. Loans secured by real estate:	F608				0				M.10.a.		
(1) Construction, land development, and other land loans					F578				0	M.10.a.(1)	
(2) Secured by farmland (including farm residential and other improvements)					F579				0	M.10.a.(2)	
(3) Secured by 1-4 family residential properties:											
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					F580				0	M.10.a.(3)(a)	
(b) Closed-end loans secured by 1-4 family residential properties:											
(i) Secured by first liens					F581				0	M.10.a.(3)(b)(i)	
(ii) Secured by junior liens					F582				0	M.10.a.(3)(b)(ii)	
(4) Secured by multifamily (5 or more) residential properties					F583				0	M.10.a.(4)	
(5) Secured by nonfarm nonresidential properties					F584				0	M.10.a.(5)	
b. Commercial and industrial loans	F585				5479000				F585	1817000	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):											
(1) Credit cards	F586				0				F586	0	M.10.c.(1)
(2) Other revolving credit plans	F587				0				F587	0	M.10.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588				0				F588	0	M.10.c.(3)
d. Other loans	F589				2013000				F589	585000	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):											
a. Loans secured by real estate:	F609				0				M.11.a.		
(1) Construction, land development, and other land loans					F590				0	M.11.a.(1)	
(2) Secured by farmland (including farm residential and other improvements)					F591				0	M.11.a.(2)	
(3) Secured by 1-4 family residential properties:											
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit					F592				0	M.11.a.(3)(a)	
(b) Closed-end loans secured by 1-4 family residential properties:											
(i) Secured by first liens					F593				0	M.11.a.(3)(b)(i)	
(ii) Secured by junior liens					F594				0	M.11.a.(3)(b)(ii)	
(4) Secured by multifamily (5 or more) residential properties					F595				0	M.11.a.(4)	
(5) Secured by nonfarm nonresidential properties					F596				0	M.11.a.(5)	
b. Commercial and industrial loans	F597				7360000				F597	3511000	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):											
(1) Credit cards	F598				0				F598	0	M.11.c.(1)
(2) Other revolving credit plans	F599				0				F599	0	M.11.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600				0				F600	0	M.11.c.(3)
d. Other loans	F601				2447000				F601	683000	M.11.d.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, Item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCM			BHCK			
ASSETS							
1. U.S. Treasury securities.....	3531		22121000	3531		20587000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		9184000	3532		8961000	2.
3. Securities issued by states and political subdivisions in the U.S.	3533		13002000	3533		12655000	3.
4. Mortgage-backed securities (MBS):							
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		51951000	3534		51951000	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		6957000	3535		6922000	4.b.
c. All other mortgage-backed securities.....	3536		6813000	3536		4301000	4.c.
5. Other debt securities.....	3537		114178000	3537		20359000	5.
6. Loans:	BHCK						
a. Loans secured by real estate.....	F610		21466000				6.a.
(1) Construction, land development, and other land loans.....				BHDM			
(2) Secured by farmland (including farm residential and other improvements).....				F604		68000	6.a.(1)
(3) Secured by 1-4 family residential properties:				F605		0	6.a.(2)
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....				F606		0	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens.....				F607		11660000	6.a.(3)(b)(i)
(ii) Secured by junior liens.....				F611		0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F612		62000	6.a.(4)
(5) Secured by nonfarm nonresidential properties.....				F613		3448000	6.a.(5)
b. Commercial and industrial loans.....	F614		6997000	F614		2556000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F615		0	F615		0	6.c.(1)
(2) Other revolving credit plans.....	F616		0	F616		0	6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F617		346000	F617		346000	6.c.(3)
d. Other loans.....	F618		2993000	F618		296000	6.d.
7.-8. Not applicable							
9. Other trading assets.....	BHCM			BHCK			
	3541		91349000	3541		14266000	9.
10. Not applicable							
11. Derivatives with a positive fair value.....	3543		162555000	3543		73106000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545		509912000	3545		231544000	12.
LIABILITIES							
13. a. Liability for short positions.....	BHCK			BHCK			
	3546		45234000	3546		18213000	13.a.
b. All other trading liabilities.....	F624		40000	F624		40000	13.b.
14. Derivatives with a negative fair value.....	3547		121602000	3547		50763000	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct						
	3548		166876000	3548		69016000	15.

Schedule HC-D—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)							
a. Loans secured by real estate	F790		24604000				M.1.a.
(1) Construction, land development, and other land loans				F625		118000	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F626		0	M.1.a.(2)
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit				F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens				F628		13158000	M.1.a.(3)(b)(i)
(ii) Secured by junior liens				F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties				F630		87000	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties				F631		4672000	M.1.a.(5)
b. Commercial and industrial loans	F632		15116000	F632		6959000	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards	F633		0	F633		0	M.1.c.(1)
(2) Other revolving credit plans	F634		0	F634		0	M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F635		391000	F635		391000	M.1.c.(3)
d. Other loans	F636		4112000	F636		426000	M.1.d.
2. Not applicable							
3. Loans measured at fair value that are past due 90 days or more:							
a. Fair value	F639		0	F639		0	M.3.a.
b. Unpaid principal balance	F640		0	F640		0	M.3.b.

Dollar Amounts in Thousands

Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, Item 4.a.) of \$1 billion or more in any of the four preceding quarters.

Dollar Amounts in Thousands	BHCK						
4. Asset-backed securities:							
a. Residential mortgage-backed securities	F641		62905000				M.4.a.
b. Commercial mortgage-backed securities	F642		2816000				M.4.b.
c. Credit card receivables	F643		1296000				M.4.c.
d. Home equity lines	F644		3000				M.4.d.
e. Automobile loans	F645		722000				M.4.e.
f. Other consumer loans	F646		1343000				M.4.f.
g. Commercial and industrial loans	F647		1604000				M.4.g.
h. Other	F648		684000				M.4.h.

Schedule HC-D—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands		BHCK			
5. Collateralized debt obligations:							
a. Synthetic		F649	922000				M.5.a.
b. Other		F650	2946000				M.5.b.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)							
		F651	435000				M.6.
7. Equity securities:							
a. Readily determinable fair values		F652	76764000				M.7.a.
b. Other		F653	1782000				M.7.b.
8. Loans pending securitization							
		F654	17932000				M.8.
9. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceed 25% of the item)							
a.	BHIX F655	F655	0				M.9.a.
b.	BHIX F656	F656	0				M.9.b.
c.	BHIX F657	F657	0				M.9.c.
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)							
a.	BHIX F658	F658	0				M.10.a.
b.	BHIX F659	F659	0				M.10.b.
c.	BHIX F660	F660	0				M.10.c.

Schedule HC-E—Deposit Liabilities¹

		Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:							
a. Demand deposits		2210	60744000				1.a.
b. NOW, ATS, and other transaction accounts		3187	13639000				1.b.
c. Money market deposit accounts and other savings accounts		2389	429333000				1.c.
d. Time deposits of less than \$100,000		6648	70767000				1.d.
e. Time deposits of \$100,000 or more		2604	147493000				1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:							
		BHOD					
a. Noninterest-bearing balances		3189	0				2.a.
b. NOW, ATS, and other transaction accounts		3187	0				2.b.
c. Money market deposit accounts and other savings accounts		2389	0				2.c.
d. Time deposits of less than \$100,000		6648	0				2.d.
e. Time deposits of \$100,000 or more		2604	0				2.e.

MEMORANDA

				BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less		A243	9862000				M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year		A164	4210000				M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less		A242	142441000				M.3.
		BHFN					
4. Foreign office time deposits with a remaining maturity of one year or less		A245	77918000				M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e. must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands			
	BHCK			
1. Accrued interest receivable ¹	B556		8482000	1.
2. Net deferred tax assets ²	2148		12827000	2.
3. Interest-only strips receivable (not in the form of a security) ³ on:				
a. Mortgage loans.....	A519		158000	3.a.
b. Other financial assets.....	A520		507000	3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		7058000	4.
5. Life insurance assets.....	C009		18048000	5.
6. Other.....	2168		86465000	6.
	bhct			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		133545000	7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands			
	BHCK			
1. Not applicable				
2. Net deferred tax liabilities ¹	3049		0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		636000	3.
4. Other.....	B984		186169000	4.
	bhct			
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		186805000	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands			
	BHCK			
1. Earning assets that are repriceable within one year or mature within one year.....	3197		979943000	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet.....	3296		504058000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298		112388000	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408		6000000	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year.....	3409		3732000	5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

I. Property and Casualty Underwriting

Schedule HC-I must be completed by all top-tier bank holding companies.
(See instructions for additional information.)

Dollar Amounts in Thousands

	BHCK			
ASSETS				
1. Reinsurance recoverables	B988		159000	1.
2. Total assets	C244		1860000	2.
LIABILITIES				
3. Claims and claims adjustment expense reserves	B990		850000	3.
4. Unearned premiums	B991		91000	4.
5. Total equity	C245		853000	5.
6. Net income	C246		-147000	6.

II. Life and Health Underwriting

	BHCK			
ASSETS				
1. Reinsurance recoverables	C247		0	1.
2. Separate account assets	B992		5670000	2.
3. Total assets	C248		6011000	3.
LIABILITIES				
4. Policyholder benefits and contractholder funds	B994		15000	4.
5. Separate account liabilities	B996		5670000	5.
6. Total equity	C249		329000	6.
7. Net income	C250		52000	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

	BHCK			
ASSETS				
1. Securities	3515		188519000	1.
2. Federal funds sold and securities purchased under agreements to resell	3365		328706000	2.
3. Loans and leases	3516		772478000	3.
BHDM				
a. Loans secured by 1-4 family residential properties in domestic offices	3465		301448000	3.a.
b. All other loans secured by real estate in domestic offices	3466		67041000	3.b.
c. All other loans in domestic offices	F724		322610000	3.c.
BHCK				
4. a. Trading assets	3401		513148000	4.a.
b. Other earning assets	B985		132335000	4.b.
5. Total consolidated assets	3368		2172037000	5.
LIABILITIES				
6. Interest-bearing deposits (domestic)	3517		515173000	6.
7. Interest-bearing deposits (foreign)	3404		262431000	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		203568000	8.
9. All other borrowed money	2635		381243000	9.
10. Not applicable				
EQUITY CAPITAL				
11. Equity capital (excludes limited-life preferred stock)	3519		167423000	11.

For Federal Reserve Bank Use Only
C.I.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Dollar Amounts in Thousands

		BHCK			
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):				
a.	Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines	3814		97585000	1.a.
b.	Credit card lines	3815		626471000	1.b.
c.	(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)).....	3816		4735000	1.c.(1)
	(a) 1-4 family residential construction loan commitments	F164		1426000	1.c.(1)(a)
	(b) Commercial real estate, other construction loan, and land development loan commitments	F165		3309000	1.c.(1)(b)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		4578000	1.c.(2)
d.	Securities underwriting	3817		0	1.d.
e.	Other unused commitments	3818		259439000	1.e.
2.	Financial standby letters of credit and foreign office guarantees	6566		113175000	2.
a.	Amount of financial standby letters of credit conveyed to others	3820		21794000	2.a.
3.	Performance standby letters of credit and foreign office guarantees	6570		11951000	3.
a.	Amount of performance standby letters of credit conveyed to others	3822		5442000	3.a.
4.	Commercial and similar letters of credit.....	3411		5436000	4.
5.	Not applicable				
6.	Securities lent.....	3433		183979000	6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Guarantor		(Column B) Beneficiary		
	BHCK		BHCK		
(1) Credit default swaps	C968	4099141000	C969	4262368000	7.a.(1)
(2) Total return swaps	C970	1497000	C971	17042000	7.a.(2)
(3) Credit options.....	C972	2053000	C973	953000	7.a.(3)
(4) Other credit derivatives	C974	476000	C975	4349000	7.a.(4)

b. Gross fair values:

(1) Gross positive fair value.....	C219	20430000	C221	518346000	7.b.(1)
(2) Gross negative fair value	C220	495805000	C222	22312000	7.b.(2)

8. Spot foreign exchange contracts.....
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)
- a. Securities borrowed.....
- b. Commitments to purchase when-issued securities
- c. Commitments to sell when-issued securities

BHCK			
8765		389411000	8.
3430		226734000	9.
3432		85977000	9.a.
3434		61839000	9.b.
3435		57015000	9.c.
6561		0	9.d.
6562		0	9.e.
6568		0	9.f.
6586		0	9.g.

d.	TEXT 6561	
e.	TEXT 6562	
f.	TEXT 6568	
g.	TEXT 6586	

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693 1039669000	BHCK 8694 15530000	BHCK 8695 37434000	BHCK 8696 70932000	11.a.
b. Forward contracts.....	BHCK 8697 5237824000	BHCK 8698 3338615000	BHCK 8699 18793000	BHCK 8700 43804000	11.b.
c. Exchange-traded option contracts:					
(1) Written options.....	BHCK 8701 565955000	BHCK 8702 778000	BHCK 8703 269948000	BHCK 8704 62802000	11.c.(1)
(2) Purchased options.....	BHCK 8705 418110000	BHCK 8706 773000	BHCK 8707 276921000	BHCK 8708 59315000	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options.....	BHCK 8709 4237306000	BHCK 8710 970890000	BHCK 8711 357895000	BHCK 8712 143433000	11.d.(1)
(2) Purchased options.....	BHCK 8713 4238188000	BHCK 8714 958551000	BHCK 8715 374608000	BHCK 8716 138844000	11.d.(2)
e. Swaps.....	BHCK 3450 54524046000	BHCK 3826 1681478000	BHCK 8719 76634000	BHCK 8720 233959000	11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126 70210586000	BHCK A127 6950843000	BHCK 8723 1412233000	BHCK 8724 753089000	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725 50512000	BHCK 8726 15772000	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733 1791214000	BHCK 8734 278236000	BHCK 8735 74661000	BHCK 8736 63077000	14.a.(1)
(2) Gross negative fair value....	BHCK 8737 1738673000	BHCK 8738 278942000	BHCK 8739 70505000	BHCK 8740 61109000	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741 5246000	BHCK 8742 1569000	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value....	BHCK 8745 355000	BHCK 8746 164000	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)	BHCK			
1. Total number of bank holding company common shares outstanding.....	3459		3732800635		
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6555		92785000		
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6556		74907000		
4. Other assets acquired in satisfaction of debts previously contracted.....	6557		238000		
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288		112880000		
6. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....	3656		0		
7. Not applicable					

8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....
- | | | |
|------|--|---|
| BHCK | | |
| C251 | | 1 |
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no).....
- | | | |
|------|--|---|
| BHCK | | |
| 6689 | | 0 |
10. Not applicable
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.....
- | | | |
|------|--|---|
| BHCK | | |
| 6416 | | 1 |

TEXT
6428

Name of bank holding company official verifying FR Y-10 reporting
(Please type or print)

Area Code and Phone Number (TEXT 9009)

12. Intangible assets other than goodwill:	BHCK				
a. Mortgage servicing assets.....	3164		9403000		
(1) Estimated fair value of mortgage servicing assets.....	6438		9403000		
b. Purchased credit card relationships and nonmortgage servicing assets.....	B026		1661000		
c. All other identifiable intangible assets.....	5507		3920000		
	bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	0426		14984000		
13. Other real estate owned:	BHCK				
a. Real estate acquired in satisfaction of debts previously contracted.....	2744		2899000		
b. Other real estate owned.....	2745		2353000		
	bhct				
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7).....	2150		5252000		
14. Other borrowed money:	BHCK				
a. Commercial paper.....	2309		37845000		
b. Other borrowed money with a remaining maturity of one year or less.....	2332		141660000		
c. Other borrowed money with a remaining maturity of more than one year.....	2333		212473000		
	bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	3190		391978000		

15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no).....
- | | | |
|------|--|---|
| BHCK | | |
| B569 | | 1 |

16. Assets under management in proprietary mutual funds and annuities.....	BHCK				
	B570		693584000		

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....

BHCK	
C161	1

17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....

BHCK	
C159	1

18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....
 b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....

BHCK	
C700	
C701	

19.a.

19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

	Dollar Amounts in Thousands		
	BHCK		
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:			
a. Net assets	C252	318943000	20.a.
b. Balances due from related institutions:			
(1) Due from the bank holding company (parent company only), gross.....	4832	24000	20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833	100745000	20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834	24780000	20.b.(3)
c. Balances due to related institutions:			
(1) Due to bank holding company (parent company only), gross.....	5041	49691000	20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043	72073000	20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045	58891000	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047	14530000	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.....	C253	496000	21.

Schedule HC-M—Continued

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497 [http:// INVESTOR.SHAREHOLDER.COM/JPMORGANCHASE](http://INVESTOR.SHAREHOLDER.COM/JPMORGANCHASE)

22.

Memoranda item 23 is to be completed by all bank holding companies.

Dollar Amounts in Thousands

	BHCK			
23. Secured liabilities:				
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064			0
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065		119402000	

23.a.

23.b.

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	BHCK			BHCK			BHCK		
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices:									
(1) 1-4 family residential construction loans.....	F172	67000		F174	68000		F176	243000	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173	177000		F175	0		F177	58000	1.a.(2)
b. Secured by farmland in domestic offices.....	3493	3000		3494	22000		3495	2000	1.b.
c. Secured by 1-4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398	2432000		5399	1190000		5400	861000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:									
(a) Secured by first liens.....	C236	7767000		C237	8100000		C229	7764000	1.c.(2)(a)
(b) Secured by junior liens.....	C238	640000		C239	123000		C230	353000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	349000		3500	28000		3501	344000	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178	175000		F180	11000		F182	203000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	11000		F181	0		F183	11000	1.e.(2)
f. In foreign offices.....	B572	0		B573	0		B574	0	1.f.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual		
	BHCK			BHCK			BHCK		
2. Loans to depository institutions and acceptances of other banks:									
a. U.S. banks and other U.S. depository institutions	5377	3000		5378	0		5379	0	
b. Foreign banks.....	5380	58000		5381	0		5382	35000	
3. Loans to finance agricultural production and other loans to farmers	1594	9000		1597	12000		1583	20000	
4. Commercial and industrial loans.....	1606	1386000		1607	328000		1608	1416000	
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards.....	B575	2705000		B576	2368000		B577	4000	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578	1455000		B579	496000		B580	171000	
6. Loans to foreign governments and official institutions	5389	0		5390	0		5391	0	
7. All other loans	5459	307000		5460	7000		5461	602000	
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures.....	F166	3000		F167	0		F168	1000	
b. All other leases.....	F169	9000		F170	0		F171	3000	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0		3506	0		3507	1079000	
10. TOTAL (sum of items 1 through 9).....	5524	17556000		5525	12753000		5526	13170000	

Schedule HC-N—Continued

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612		1001000		5613		515000		5614		2988000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615		749000		5616		416000		5617		19000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866		227000		C867		0		C868		2969000		11.b.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)													
a. Loans secured by 1-4 family residential properties in domestic offices	F661		1220000		F662		965000		F663		761000		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)...	1658		0		1659		0		1661		18000		M.1.b.

Schedule HC-N—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		112000		6559		0		6560		33000		M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508		397000		1912		22000		1913		261000		M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale.....	C240		1000		C241		0		C226		32000		M.5.a.
b. Loans measured at fair value:													
(1) Fair value	F664		0		F665		0		F666		20000		M.5.b.(1)
(2) Unpaid principal balance.....	F667		0		F668		0		F669		42000		M.5.b.(2)

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	BHCK				BHCK				
	3529		0		3530		0		M.6.

Dollar Amounts in Thousands	BHCK				
7. Additions to nonaccrual assets during the quarter.....	C410		6715000		M.7.
8. Nonaccrual assets sold during the quarter.....	C411		45000		M.8.

Schedule HC-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands

	BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ²				
a. Closed-end first liens.....	F066	7005000		1.a.
b. Closed-end junior liens.....	F067	0		1.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F670	0		1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671	0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ²	BHCK			
a. Closed-end first liens.....	F068	18715000		2.a.
b. Closed-end junior liens.....	F069	0		2.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F672	0		2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673	0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK			
a. Closed-end first liens.....	F070	23337000		3.a.
b. Closed-end junior liens.....	F071	0		3.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F674	0		3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675	0		3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):	BHCK			
a. Closed-end first liens.....	F072	222000		4.a.
b. Closed-end junior liens.....	F073	0		4.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit	F676	0		4.c.(1)
(2) Principal amount funded under the lines of credit.....	F677	0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):	BHCK			
a. Closed-end 1-4 family residential mortgage loans	F184	11000		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	F560	0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens.....	F678	2311000		6.a.
b. Closed-end junior liens.....	F679	0		6.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit	F680	0		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681	0		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2007.
2. Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)															
	(Column A) Total Fair Value Reported on Schedule HC			(Column B) LESS: Amounts Netted in the Determination of Total Fair Value			(Column C) Level 1 Fair Value Measurements			(Column D) Level 2 Fair Value Measurements			(Column E) Level 3 Fair Value Measurements		
Dollar Amounts in Thousands	BHCK			BHCK			BHCK			BHCK			BHCK		
ASSETS															
1. Loans and leases.....	F243	7493000		F682		0	F690		0	F244	5029000		F245		2464000
2. Trading assets.....	F246	509912000		F683	2579096000		F691	176382000		F247	2818215000		F248		94411000
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above).....	F240		0	F684		0	F692		0	F241		0	F242		0
3. All other financial assets and servicing assets.....	F249	37238000		F685		0	F693		0	F250	24269000		F251		12969000
LIABILITIES															
4. Deposits.....	F252	5605000		F686		0	F694		0	F253	4370000		F254		1235000
5. Trading liabilities.....	F255	166876000		F687	2547881000		F695	38198000		F256	2632787000		F257		43772000
6. All other financial liabilities and servicing liabilities.....	F258	77655000		F688		0	F696		0	F259	61006000		F260		16649000
7. Loan commitments (not accounted for as derivatives).....	F261		0	F689		0	F697		0	F262		0	F263		0

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Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands		
Tier 1 capital	BHCX		
1. Total equity capital (from Schedule HC, item 28).....	3210	166884000	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK		
	8434	-2101000	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value).....	A221	5000	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value).....	4336	-2987000	4.
5. LESS: Nonqualifying perpetual preferred stock.....	B588	0	5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items.....	B589	415000	6.a.
b. Qualifying trust preferred securities ²	C502	16842000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets.....	B590	49234000	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value).....	F264	2358000	7.b.
8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5, 7.a, and 7.b).....	C227	137632000	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships.....	B591	849000	9.a.
b. LESS: Disallowed deferred tax assets.....	5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	B592	-679000	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b).....	8274	136104000	11.
Tier 2 capital			
12. Qualifying subordinated debt and redeemable preferred stock.....	5306	31659000	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	B593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	5310	17187000	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	2221	0	15.
16. Other Tier 2 capital components.....	B594	-230000	16.
17. Tier 2 capital (sum of items 12 through 16).....	5311	48616000	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275	48616000	18.
19. Tier 3 capital allocated for market risk.....	1395	0	19.
20. LESS: Deductions for total risk-based capital.....	B595	0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20).....	3792	184720000	21.
Total assets for leverage ratio	bhct		
22. Average total assets (from Schedule HC-K, item 5).....	3368	2172037000	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ...	B590	49234000	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	B591	849000	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above).....	5610	0	25.
26. LESS: Other deductions from assets for leverage capital purposes.....	BHCK		
	B596	33607000	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26).....	A224	2088347000	27.
28.-30. Not applicable			
Capital ratios	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27).....	7204	6.92	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62).....	7206	10.94	32.
33. Total risk-based capital ratio (item 21 divided by item 62).....	7205	14.84	33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

		C000									
Dollar Amounts in Thousands	(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk-Weighting	Allocation by Risk Weight Category								(Column F)
			(Column C) 0%		(Column D) 20%		(Column E) 50%		100%		
			BHCE	BHC0	BHC2	BHC5	BHC9				
Balance Sheet Asset Categories											
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....	BHCK 0010 183928000	0	85809000	92281000					5838000	34.	
	bhcx 1754 34000	0	0	34000			0		0	35.	
35. Held-to-maturity securities	bhcx 1773 199856000	-3354000	27966000	159733000		2228000		13283000	36.		
36. Available-for-sale securities	BHCK C225 327115000		237835000	79831000				9449000	37.		
37. Federal funds sold and securities purchased under agreements to resell.....	bhct 5369 14314000	0	0	2148000		219000		11947000	38.		
38. Loans and leases held for sale	bhct B528 746872000	1419000	9800000	53041000		168317000		514295000	39.		
39. Loans and leases, net of unearned income	bhcx 3123 23164000	23164000							40.		
40. LESS: Allowance for loan and lease losses	bhcx 3545 509912000	509912000	0	0		0		0	41.		
41. Trading assets.....	BHCK B639 216185000	59951000	22649000	11207000		173000		122205000	42.		
42. All other assets ¹	bhct 2170 2175052000	544764000	384059000	398275000		170937000		677017000	43.		
43. Total assets (sum of items 34 through 42)											

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)	
				Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands								
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit.....	113175000	1.00 or 12.5 ²	113175000	5679000	33893000	3885000	69718000	44.
45. Performance standby letters of credit.....	bhct 6570 11951000	.50	5975500	211500	2839000	0	2925000	45.
46. Commercial and similar letters of credit.....	bhct 3411 5436000	.20	1087200	205200	432000	0	450000	46.
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429 0	1.00	0	0	0	0	0	47.
48. Securities lent.....	bhct 3433 183979000	1.00	183979000	128011000	48311000	0	7657000	48.
49. Retained recourse on small business obligations sold with recourse.....	bhct A250 0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....	BHCK B541 5827000	12.5 ³	41982000				41982000	50.
51. All other financial assets sold with recourse.....	BHCK B675 3327000	1.00	3327000	0	0	3284000	43000	51.
52. All other off-balance sheet liabilities.....	BHCK B681 134703000	1.00	134703000	131029000	3536000	0	138000	52.
53. Unused commitments with an original maturity exceeding one year.....	BHCK 6572 140978000	.50	70489000	809000	23285000	1772000	44623000	53.
54. Derivative contracts.....			BHCE A167 554423000	51014000	295570000	207839000		54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

	(Column C) (Column D) (Column E) (Column F)			
	Allocation by Risk Weight Category			
	0%	20%	50%	100%
Dollar Amounts in Thousands				
Totals				
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696 701017700	BHCK B697 806141000	BHCK B698 387717000	BHCK B699 844553000
56. Risk weight factor.....	× 0%	× 20%	× 50%	× 100%
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56).....	BHCK B700 0	BHCK B701 161228200	BHCK B702 193858500	BHCK B703 844553000
58. Market risk equivalent assets.....				BHCK 1651 144453000
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58).....				BHCK B704 1344092700
60. LESS: Excess allowance for loan and lease losses.....				BHCK A222 6613000
61. LESS: Allocated transfer risk reserve.....				BHCK 3128 0
62. Total risk-weighted assets (item 59 minus items 60 and 61).....				BHCK A223 1337479700

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards **BHCK** 8764 248521000 M.1.

			With a remaining maturity of					
			(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years	
BHCK			BHCK		BHCK		BHCK	
								16905554000
3809	23929767000		8766	21289798000			8767	
3812	4863908000		8769	841687000			8770	239881000
8771	57376000		8772	23126000			8773	1963000
8774	3497000		8775	857000			8776	0
8777	130368000		8778	186888000			8779	12532000
A000	281459000		A001	151325000			A002	37251000
C980	360321000		C981	3577062000			C982	1565064000
C983	230563000		C984	1834924000			C985	742813000

2. Notional principal amounts of derivative contracts:¹

a. Interest rate contracts M.2.a.

b. Foreign exchange contracts M.2.b.

c. Gold contracts M.2.c.

d. Other precious metals contracts M.2.d.

e. Other commodity contracts M.2.e.

f. Equity derivative contracts M.2.f.

g. Credit derivative contracts:

(1) Investment grade M.2.g.(1)

(2) Subinvestment grade M.2.g.(2)

3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) M.3.a.

b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) M.3.b.

c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22) M.3.c.

d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22) M.3.d.

4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27) M.4.

5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):

a. In the form of perpetual preferred stock M.5.a.

b. In the form of common stock M.5.b.

6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) M.6.

BHCK		
5479	7800000	
5990	24139000	
C498	0	
A507	0	
2771	0	
5483	0	
5484	9466000	
F031	95043000	

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

							C000
(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands							
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....							
BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	
324442000	436000	85571000	1475000	1583000	0	31316000	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....							
BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718	
154000	1000	438000	5000	45000	0	11000	2.a.
b. Subordinated securities and other residual interests.....							
BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399	
1201000	0	5411000	150000	30000	0	953000	2.b.
c. Standby letters of credit and other enhancements.....							
BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406	
164000	0	0	0	0	0	0	2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....							
BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732	
0	0	0	0	0	0	9000	3.
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....							
BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739	
22827000	41000	2008000	32000	87000	0	319000	4.a.
b. 90 days or more past due.....							
BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	
42587000	51000	1802000	4000	86000	0	85000	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....							
BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	
8265000	142000	5114000	50000	10000	0	16000	5.a.
b. Recoveries.....							
BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	
3000	0	502000	21000	4000	0	0	5.b.

Schedule HC-S—Continued

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	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0	6.a.	
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 33250000			BHCK B502 0	6.b.	
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0	7.a.	
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0	7.b.	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0	8.a.	
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0	8.b.	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776 2142000	BHCK B777 0	BHCK B778 1368000	BHCK B779 398000	BHCK B780 467000	BHCK B781 98000	BHCK B782 1016000	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783 83000	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 62000	BHCK B789 176000	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 38585000	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 9035000	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797 3510000	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 313000	12. 3/06

Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands			
		BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a.	Outstanding principal balance.....	A249		0	M.1.a.
	Amount of retained recourse on these obligations as of the report date.....	A250		0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):					
a.	1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	B804	157439000		M.2.a.
b.	1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805	1004801000		M.2.b.
c.	Other financial assets ¹	A591	542674000		M.2.c.
d.	1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	F699	40777000		M.2.d.
3. Asset-backed commercial paper conduits:					
a.	Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B806	7236000		M.3.a.(1)
	(2) Conduits sponsored by other unrelated institutions.....	B807	62000		M.3.a.(2)
b.	Unused commitments to provide liquidity to conduit structures:				
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B808	68303000		M.3.b.(1)
	(2) Conduits sponsored by other unrelated institutions.....	B809	4233000		M.3.b.(2)
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407	2678000		M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
 2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

	Dollar Amount in Thousands	BHBC			
1. Average loans and leases (net of unearned income).....		3516			1.
2. Average earning assets		3402			2.
3. Average total consolidated assets		3368			3.
4. Average equity capital.....		3519			4.

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company	0000			750

Notes to the Balance Sheet—Other

TEXT	Dollar Amount in Thousands	BHCK			
1. 5356 THE AMOUNT OF ABCP PURCHASED USING PROCEEDS FROM THE ABCP LENDING FACILITY INCLUDED IN SCHEDULE HC-R, LINE 36, COLUMN		5356		11229000	1.
2. 5357 THE AVERAGE AMOUNT OF ABCP PURCHASED USING PROCEEDS FROM THE ABCP LENDING FACILITY THAT WERE EXCLUDED FROM SCHEDULE HC-R, LINE 2		5357		29195000	2.
3. 5358 THE AMOUNT OF BEAR STEARNS RISK-WEIGHTED ASSETS EXCLUDED FOR PURPOSES OF DETERMINING RISK BASED CAPITAL REQUIREMENT		5358		92821000	3.
4. 5359 THE AMOUNT OF BEAR STEARNS ASSETS EXCLUDED FOR PURPOSES OF DETERMINING THE LEVERAGE CAPITAL REQUIREMENT		5359		121452000	4.
5. 5360		5360		0	5.
6. B027		B027		0	6.

Notes to the Balance Sheet—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK			
7.	B028					
			B028			0 7.
8.	B029					
			B029			0 8.
9.	B030					
			B030			0 9.
10.	B031					
			B031			0 10.
11.	B032					
			B032			0 11.
12.	B033					
			B033			0 12.
13.	B034					
			B034			0 13.
14.	B035					
			B035			0 14.
15.	B036					
			B036			0 15.
16.	B037					
			B037			0 16.
17.	B038					
			B038			0 17.
18.	B039					
			B039			0 18.
19.	B040					
			B040			0 19.
20.	B041					
			B041			0 20.

EXHIBIT D

COPIES OF EXCERPTS FROM MANDATORY FINANCIAL FILINGS

JPMorgan Chase Bank, National Association Schedule RC F Other Assets

Quarter Ended :2008-03-31
Agency Update:2008-08-21

(USD, in thousands)

	2008-03-31
Accrued interest receivable*	6,547,000
Net deferred tax assets**	0
Interest only strips receivable (not in the form of a security)*** on:	
Mortgage loans	0
Other financial assets	338,000
Equity securities that do not have readily determinable fair values****	3,371,000
Life insurance assets	7,536,000
All other assets (itemize and describe amounts greater than 25,000 that exceed 25% of this item)	39,760,000
Prepaid expenses	0
Repossessed personal property (including vehicles)	0
Derivatives with a positive fair value held for purposes other than trading	0
Retained interests in accrued interest receivable related to securitized credit cards	0
TEXT3549	0
TEXT3550	0
TEXT3551	0
Total	57,552,000

* Include accrued interest receivable on loans, leases, debt securities, and other interest bearing assets.

** See discussion of deferred income taxes in Glossary entry on income taxes.

*** Report interest only strips receivable in the form of a security as available for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

**** Include Federal Reserve stock, Federal Home Loan banks stock, and bankers banks stock.

This statement has not been reviewed or confirmed for accuracy or relevance by any member of the FFIEC.

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BEAR STEERNS MARCH 29, 2008 completed 5-30-2008



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JPMORGAN CHASE BANK, NATIONAL ASSOCIATION Schedule RC F Other Assets

Quarter Ended :2008-06-30
Agency Update:2008-08-18

(USD, in thousands)

	2008-06-30
Accrued interest receivable*	6,068,000
Net deferred tax assets**	0
Interest only strips receivable (not in the form of a security)*** on:	
Mortgage loans	0
Other financial assets	349,000
Equity securities that do not have readily determinable fair values****	3,517,000
Life insurance assests	7,561,000
All other assets (Itemize and describe amounts greater than 25,000 that exceed 25% of this item)	42,879,000
Prepaid expenses	0
Repossessed personal property (including vehicles)	0
Derivatives with a positive fair value held for purposes other than trading	0
Retained interests in accrued interest receivable related to securitized credit cards	0
TEXT3549	0
TEXT3550	0
TEXT3551	0
Total	60,374,000

* Include accrued interest receivable on loans, leases, debt securities, and other interest bearing assets.

** See discussion of deferred income taxes in Glossary entry on income taxes.

*** Report interest only strips receivable in the form of a security as available for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

**** Include Federal Reserve stock, Federal Home Loan banks stock, and bankers banks stock.

This statement has not been reviewed or confirmed for accuracy or relevance by any member of the FFIEC.

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JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

Schedule RC F Other Assets

Quarter Ended :2008-09-30
Agency Update:2008-11-17

(USD, in thousands)

	2008-09-30
Accrued interest receivable*	7,619,000
Net deferred tax assets**	4,146,000
Interest only strips receivable (not in the form of a security)*** on:	
Mortgage loans	0
Other financial assets	369,000
Equity securities that do not have readily determinable fair values****	7,653,000
Life insurance assets	12,685,000
All other assets (itemize and describe amounts greater than 25,000 that exceed 25% of this item)	65,258,000
Prepaid expenses	0
Repossessed personal property (including vehicles)	0
Derivatives with a positive fair value held for purposes other than trading	0
Retained interests in accrued interest receivable related to securitized credit cards	0
TEXT3549	0
TEXT3550	0
TEXT3551	0
Total	97,730,000

* Include accrued interest receivable on loans, leases, debt securities, and other interest bearing assets.

** See discussion of deferred income taxes in Glossary entry on Income taxes.

*** Report interest only strips receivable in the form of a security as available for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

**** Include Federal Reserve stock, Federal Home Loan banks stock, and bankers banks stock.

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JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

Schedule RC F Other Assets

Quarter Ended :2008-12-31

Agency Update:2009-02-23

(USD, in thousands)

	2008-12-31
Accrued interest receivable*	6,672,000
Net deferred tax assets**	5,951,000
Interest only strips receivable (not in the form of a security)*** on:	
Mortgage loans	0
Other financial assets	238,000
Equity securities that do not have readily determinable fair values****	7,733,000
Life insurance assets	11,936,000
All other assets (itemize and describe amounts greater than 25,000 that exceed 25% of this item)	51,623,000
Prepaid expenses	0
Repossessed personal property (including vehicles)	0
Derivatives with a positive fair value held for purposes other than trading	0
Retained interests in accrued interest receivable related to securitized credit cards	0
TEXT3549	0
TEXT3550	0
TEXT3551	0
Total	84,153,000

* Include accrued interest receivable on loans, leases, debt securities, and other interest bearing assets.

** See discussion of deferred income taxes in Glossary entry on income taxes.

*** Report interest only strips receivable in the form of a security as available for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

**** Include Federal Reserve stock, Federal Home Loan banks stock, and bankers banks stock.

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JPMorgan Chase Bank, National Association Schedule RC F Other Assets

Quarter Ended :2009-03-31
Agency Update:2009-06-12

(USD, in thousands)

	2009-03-31
Accrued interest receivable*	6,773,000
Net deferred tax assets**	6,335,000
Interest only strips receivable (not in the form of a security)*** on:	
Mortgage loans	0
Other financial assets	127,000
Equity securities that do not have readily determinable fair values****	7,428,000
Life insurance assets	11,071,000
All other assets (itemize and describe amounts greater than 25,000 that exceed 25% of this item)	49,077,000
Prepaid expenses	0
Repossessed personal property (including vehicles)	0
Derivatives with a positive fair value held for purposes other than trading	0
Retained interests in accrued interest receivable related to securitized credit cards	0
TEXT3549	0
TEXT3550	0
TEXT3551	0
Total	80,811,000

* Include accrued interest receivable on loans, leases, debt securities, and other interest bearing assets.

** See discussion of deferred income taxes in Glossary entry on income taxes.

*** Report interest only strips receivable in the form of a security as available for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

**** Include Federal Reserve stock, Federal Home Loan banks stock, and bankers banks stock.

This statement has not been reviewed or confirmed for accuracy or relevance by any member of the FFIEC.

JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

Schedule RC F Other Assets

Quarter Ended: 2010-03-31

Updated : 2010-05-05

(USD, in thousands)

	2010-03-31
Accrued interest receivable*	5,033,000
Net deferred tax assets**	6,144,000
Interest only strips receivable (not in the form of a security)*** on:	
Mortgage loans	0
Other financial assets	0
Equity securities that do not have readily determinable fair values****	5,916,000
Life insurance assets	9,470,000
All other assets (itemize and describe amounts greater than 25,000 that exceed 25% of this item)	57,658,000
Prepaid expenses (excluding prepaid assessments)	0
Repossessed personal property (including vehicles)	0
Derivatives with a positive fair value held for purposes other than trading	0
Retained interests in accrued interest receivable related to securitized credit cards	0
FDIC loss-sharing indemnification assets	0
Prepaid deposit insurance assessments	0
TEXT3549	0
TEXT3550	0
TEXT3551	0
Total	84,221,000

* Include accrued interest receivable on loans, leases, debt securities, and other interest bearing assets.

** See discussion of deferred income taxes in Glossary entry on income taxes.

*** Report interest only strips receivable in the form of a security as available for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

**** Include Federal Reserve stock, Federal Home Loan banks stock, and bankers banks stock.

This statement has not been reviewed or confirmed for accuracy or relevance by any member of the FFIEC.

JPMorgan Chase Bank, National Association

Schedule RC F Other Assets

Quarter Ended: 2011-03-31
 Updated : 2011-06-23

(USD, in thousands)

	2011-03-31
Accrued interest receivable*	5,212,000
Net deferred tax assets**	6,926,000
Interest only strips receivable (not in the form of a security)*** on:	
Mortgage loans	0
Other financial assets	0
Equity securities that do not have readily determinable fair values****	4,202,000
Life insurance assets:	
General account life insurance assets	4,944,000
Separate account life insurance assets	4,823,000
Hybrid account life insurance assets	0
All other assets (itemize and describe amounts greater than 25,000 that exceed 25% of this item)	63,866,000
Prepaid expenses (excluding prepaid assessments)	0
Reposessed personal property (including vehicles)	0
Derivatives with a positive fair value held for purposes other than trading	0
Retained interests in accrued interest receivable related to securitized credit cards	0
FDIC loss-sharing indemnification assets	0
Prepaid deposit insurance assessments	0
TEXT3549	0
TEXT3550	0
TEXT3551	0
Total	89,973,000

* Include accrued interest receivable on loans, leases, debt securities, and other interest bearing assets.

** See discussion of deferred income taxes in Glossary entry on income taxes.

*** Report interest only strips receivable in the form of a security as available for sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.

**** Include Federal Reserve stock, Federal Home Loan banks stock, and bankers banks stock.

This statement has not been reviewed or confirmed for accuracy or relevance by any member of the FFIEC.



RSSD ID: 1039502

Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$600 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further

information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

Date of Report:

June 30, 2008
Month / Date / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

JPMORGAN CHASE & CO.

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Legal Title of Bank Holding Company (TEXT 9010)
270 PARK AVENUE

Signature of Chief Financial Officer (or Equivalent)

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)
NEW YORK NY 10017

Date of Signature

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

<i>For Federal Reserve Bank Use Only</i>	
RSSD ID _____	
C.I. _____	S.F. _____

Name / Title (TEXT 9901)

Area Code / Phone Number (TEXT 9902)

FAX Number (TEXT 9118)

E-mail Address of Contact (TEXT 4088)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 40.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20561, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

JUNE 30, 2008

RSSD ID: 1039502

FR Y-9C
Page 20

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹		B556		7857000	1.
2. Net deferred tax assets ²		2148		0	2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans.....		A519		0	3.a.
b. Other financial assets.....		A520		769000	3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴		1752		2642000	4.
5. Life insurance assets.....		C009		13735000	5.
6. Other.....		2168		99472000	6.
		bhct			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....		2160		124475000	7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		BHCK			
1. Not applicable					
2. Net deferred tax liabilities ¹		3049		0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....		B557		686000	3.
4. Other.....		B994		168252000	4.
		bhct			
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....		2750		168938000	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year.....		3197		740655000	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet.....		3296		369200000	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....		3298		136843000	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....		3408		6000000	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year.....		3409		3639000	5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.



RSSD ID: 1039502

Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further

information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

Date of Report:

September 30, 2008

Month / Date / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

JPMORGAN CHASE & CO.

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Legal Title of Bank Holding Company (TEXT 9010)

270 PARK AVENUE

Signature of Chief Financial Officer (or Equivalent)

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

NEW YORK

NY

10017

Date of Signature

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Sept 30, 2008

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B558	9438000				1.
2. Net deferred tax assets ²	2148	8809000				2.
3. Interest-only strips receivable (not in the form of a security) ³ on:						
a. Mortgage loans.....	A519	0				3.a.
b. Other financial assets.....	A520	753000				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752	6892000				4.
5. Life insurance assets.....	C009	18846000				5.
6. Other.....	2188	182186000				6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	bhct					
	2160	186924000				7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands		BHCK			
1. Not applicable						
2. Net deferred tax liabilities ¹	3049	0				2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557	710000				3.
4. Other.....	B984	258265000				4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	bhct					
	2750	258975000				5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year.....	3197	1005083000				1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet.....	3298	480113000				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298	120546000				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408	6000000				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year.....	3408	3621000				5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

EXHIBIT E

WSJ ONLINE ARTICLE BY ELLEN E. SCHULTZ

By ELLEN E. SCHULTZ

Banks are using a little-known tactic to help pay bonuses, deferred pay and pensions they owe executives: They're holding life-insurance policies on hundreds of thousands of their workers, with themselves as the beneficiaries.

Banks took out much of this life insurance during the mortgage bubble, when executives' pay -- and the IOUs for their deferred compensation -- surged, and banking regulators affirmed the use of life insurance as a way to finance executive pay and benefits.

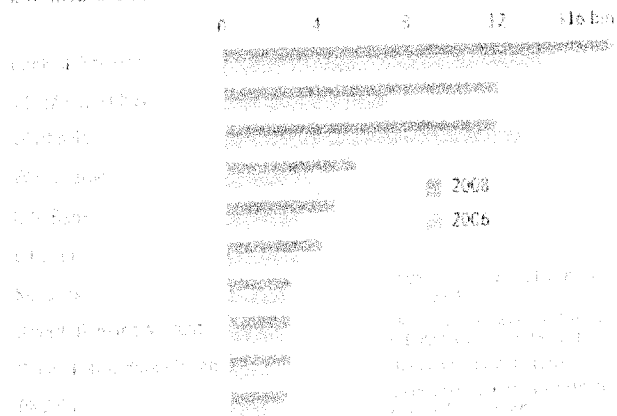
Bank of America Corp. has the most life insurance on employees: \$17.3 billion at the end of the first quarter, according to bank filings. Wachovia Corp. has \$12 billion, J.P. Morgan Chase & Co. has \$11.1 billion and Wells Fargo & Co. has \$5.7 billion. (Wells Fargo acquired Wachovia at the end of last year.)

The insurance policies essentially are informal pension funds for executives: Companies deposit money into the contracts, which are like big, nondeductible IRAs, and allocate the cash among investments that grow tax-free. Over time, employers receive tax-free death benefits when employees, former employees and retirees die.

Though not improper, the practice is similar to what is known as "janitors insurance," an insurance-on-employees technique that has long been controversial. Critics say the banks' insurance contracts are a way for companies to create tax breaks for funding executive pensions. And some families have complained that employers shouldn't profit from the deaths of their loved ones.

Wanted: Dead or Alive

Banks have bought an increasing amount of life insurance on employees to finance executive deferred compensation.



Efforts to rein in the practice largely have been unsuccessful, including the most recent rules Congress enacted in 2006. The rules limit companies to buying life insurance to just the top third of earners, who must provide consent. But the rules don't apply to life-insurance that employers bought before the August 2006 rules, which cover millions of current and former employees.

Banks are far from alone in buying such company-owned life insurance, or COLI. Thousands of companies do it, including American International Group Inc., Fannie Mae, Freddie Mac, Kimberly-Clark Corp. and Tyson Foods, Inc. But banks have been among the largest players, pumping billions more into new policies since the 2006 rules were put in place.

Last week, the Treasury proposed eliminating companies' ability to deduct interest on loans related to COLI. This would have little impact on banks, which don't borrow money to invest in life insurance. The proposal would also leave untouched the major tax breaks of the practice.

Banks had a total of \$122.3 billion in life insurance on employees at the end of 2008, nearly double the \$65.8 billion they held at the end of 2004, according to a Wall Street Journal analysis of bank filings. Unlike other companies, banks are required to disclose their total life-insurance holdings in regulatory filings.

In recent years, the Office of the Comptroller of the Currency affirmed that banks can buy life insurance to finance employee benefits. But filings show that executive compensation accounts for most of the benefits.

J.P. Morgan, for instance, had \$10 billion in deferred-pay obligations, compared with \$1 billion in retiree health obligations at the end of 2008. Offsetting these obligations was \$12 billion in bank-owned life insurance, or BOLI. A spokesman for J.P. Morgan confirms the figures.

Citigroup Inc. had \$919 million in unfunded retiree-health obligations, \$586 million in supplemental executive pension obligations, and roughly \$5 billion in deferred compensation. Offsetting these obligations: \$4.2 billion in life insurance. A spokesman says Citigroup bought BOLI because it was "an attractive use of capital," and for "the tax-free nature of the death proceeds."

Bank of America doesn't disclose its deferred-compensation obligations, but filings show that at the end of 2008, its retiree health plan had an unfunded obligation of \$1.3 billion, and that it owed \$1.3 billion in supplemental executive pensions. The bank had a total of \$17.1 billion in life insurance, which suggests a substantial deferred-compensation obligation. A BofA spokeswoman declined to comment on the deferred compensation obligation, but in an email said: "Like many companies, Bank of America uses this insurance to help defray the cost of employee benefits."

Companies don't use the policies as piggy banks to pay for compensation and benefits. Rather, they benefit from keeping the money in the contracts: Thanks to accounting rules for life insurance, gains on the investments -- from stocks, hedge funds, bonds and the like -- aren't just tax free, but are reported as income each quarter. Otherwise, companies couldn't add gains from securities as income until they sold them, and they would be taxed.

This income reduces the drag that executive IOUs have on earnings. (Banks owe interest on the deferred pay; and like any other kind of debt, the interest on executive debt lowers earnings.)

Though the investments are illiquid, the banks receive tax-free cash when employees and

former employees die. Pacific State Bancorp, of Stockton, Calif., recently reported \$2.6 million in income from a death benefit in 2008. The company didn't respond to requests for comment.

A subsidiary of Conseco Inc., Bankers Life & Casualty, which bought life insurance on employees in 2006, received \$2.7 million that year from a death benefit, according to filings. A spokesman says the bank bought the insurance "to offset the expense of deferred compensation."

Over the coming decades, banks will receive an estimated \$400 billion in death benefits, consultants estimate. The death benefits sometimes are referred to in filings as "mortality dividends" or "yields." Employers track the deaths of former employees by checking Social Security Administration records.

As an incentive to get employees to consent to being covered, some companies offer them a small portion of the death benefit. But the coverage may end when they leave the company.

In December, Irma Johnson accidentally received a check for \$1.6 million, from Security Life of Denver Insurance Co., payable to Amegy Bank. According to a lawsuit Mrs. Johnson filed in February in a Houston state court, in 2001 the bank told her husband, Daniel Johnson, a credit risk manager who had survived two brain surgeries, that he was eligible for supplemental life insurance of \$150,000, if he signed a consent form authorizing the bank to purchase an insurance policy on his life. Four months later, the bank fired him.

Mr. Johnson died from a brain tumor at age 41 in 2008. His widow and two young children received no life-insurance benefits, which the bank had canceled when Mr. Johnson left. Mrs. Johnson says her husband was cognitively disabled when he signed the consent form.

A spokeswoman for Amegy Bank, a unit of Zions Bancorp, declined to comment on the suit, but said, "Participation in Amegy's BOLI plan was completely voluntary; employees consented to participate."

<http://online.wsj.com/article/SB124277653430137033.html>



Bank of America

J.P. Morgan Chase

Wachovia

Wells Fargo

U.S. Bank

CIT Bank

KeyBank

Branch Banking & Trust

Bank of New York Mellon

First Bank



2008

2006

2008-2009 Annual Report

2006-2007 Annual Report

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EXHIBIT F

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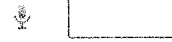
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EXHIBIT G

ORDER GRANTING INCLUSION IN THE RECORD

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X

In re	:	Chapter 11
WASHINGTON MUTUAL, INC, et al.	:	Case No. 08-12229 (MFW)
Debtors.	:	Jointly Administered
	:	Related Docket No

-----X

**ORDER FOR INCLUSION IN THE RECORD OF CASE No. 08-12229(MFW)
JOINTLY ADMINISTERED OF DOCUMENTS AND INFORMATION AS
NOTED BELOW.**

Upon the motion (the "Motion to Include") of the William Duke, shareholder, pro se, pursuant to Section 105(a) of title 11 of the United States Code, and Federal Rules of Evidence for the entry of an order approving the inclusion of the documents and information in the following exhibits attached to this motion to be included in the record of Bankruptcy Case No.08-12229(MFW) it is hereby:

ORDERED that the "Motion to Include" is GRANTED for the information contained in Exhibit A, Exhibit B, Exhibit C, Exhibit D, Exhibit E and Exhibit F as attached to this motion.

Date: _____

THE HONORABLE MARY WALRATH
UNITED STATES BANKRUPTCY JUDGE